

FIRST FINANCIAL BANCORP /OH/
Form S-4
April 09, 2014

As filed with the Securities and Exchange Commission on April 9, 2014

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

First Financial Bancorp.

(Exact name of registrant as specified in its charter)

Ohio
(State or Other Jurisdiction of
Incorporation
or Organization)

6021
(Primary Standard Industrial
Classification
Code Number)

31-1042001
(I.R.S. Employer Identification
Number)

255 East Fifth Street, Suite 700

Cincinnati, Ohio 45202

(877) 322-9530

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Shannon M. Kuhl

Senior Vice President and Chief Legal Officer

255 East Fifth Street, Suite 700

Cincinnati, Ohio 45202

(513) 979-5773

(Name, address, including zip code, and telephone number, including area code, of agent for service of process)

James J. Barresi, Esq.
Squire Sanders (US) LLP
221 E. Fourth Street, Suite 2900
Cincinnati, Ohio 45202
(513) 361-1260

Jeffery E. Smith, Esq.
Vorys, Sater, Seymour and Pease LLP
52 East Gay Street
Columbus, Ohio 43215
(614) 464-5436

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE OF THE SECURITIES TO THE PUBLIC: As soon as reasonably practicable after the Registration Statement becomes effective and after the conditions to the completion of the proposed transaction described in the proxy statement/prospectus have been satisfied or waived.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same

offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒ Accelerated filer ☐
 Non-accelerated filer ☐ (Do not check if a smaller reporting company) Smaller reporting company ☐

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) ☐

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) ☐

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(2)
Common Stock, without par value	1,928,715	N/A	\$ 17,357,611.60	\$ 2,235.66

(1) Represents the maximum number of shares of First Financial Bancorp. ("Parent") common stock estimated to be issuable upon the completion of the merger described herein, based on (A) the product of (x) \$33,415,000 (the total merger consideration) and (y) 80% (the portion of the merger consideration consisting of Parent common stock issuable in the merger), divided by (B) \$13.86 (the minimum price under the Collar Restriction as described herein), assuming (i) none of the parties to the merger elects to adjust the ratio of the stock component of the merger consideration, (ii) Parent does not elect to remove the Collar Restriction, and (iii) no adjustment to the composition of stock and cash in the merger consideration is required to preserve the qualification of the merger as a tax-free reorganization for U.S. federal income tax purposes.

(2) Calculated in accordance with Rule 457(f)(2) and (3) under the Securities Act of 1933 (the "Securities Act"), the proposed maximum offering price of Parent common stock is calculated based upon the book value of Insight

common stock, and is equal to (A) the product of (x) \$12.40 (per share book value of Insight common stock as of December 31, 2013) and (y) 1,938,759, the maximum number of shares of Insight common stock that may be canceled and exchanged for Parent common stock and cash in the merger, minus (B) the product of (x) \$33,415,000 (the total merger consideration) and (y) 20% (the cash portion of the merger consideration), under the same assumptions as described in Note (1) above.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

The information in this proxy statement/prospectus is not complete and may be changed. We may not offer or sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary proxy statement/prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

PRELIMINARY PROXY STATEMENT/PROSPECTUS DATED April 9, 2014

SUBJECT TO COMPLETION

PROXY STATEMENT OF INSIGHT BANK

PROSPECTUS OF First Financial Bancorp.

Merger Proposal – Your Vote Is Important

DEAR Insight SHAREHOLDERS:

You are cordially invited to attend a special meeting of shareholders of Insight Bank (“Insight”) which will be held on _____, 2014, at _____, local time, at the offices of Insight, 150 W. Wilson Bridge Road, Worthington, Ohio 43085.

At the meeting, you will be asked to adopt an agreement and plan of merger (the “Merger Agreement”) by and among Insight, First Financial Bancorp. (“Parent”) and First Financial Bank, National Association, a national banking association and a wholly owned subsidiary of Parent (“First Financial”), that provides for First Financial’s acquisition of Insight through the merger of Insight with and into First Financial (the “Merger”). Pursuant to the Merger, Insight shareholders will, in the aggregate, receive total merger consideration in the amount of \$33,415,000 at the closing in exchange for outstanding shares of Insight common stock. Each share of common stock of Insight, par value \$1.00 per share, that you own will be converted into a combination of cash and shares of common stock of Parent, without par value. In addition, all outstanding stock options of Insight will be cashed out at the closing of the Merger. Including payment to be made for cancelling the stock options, the fully diluted total merger consideration is valued at approximately \$36.6 million as of December 19, 2013.

The number of outstanding shares of Insight common stock will change to the extent that outstanding options to acquire Insight common stock are exercised prior to the effective time of the Merger. Assuming the 1,630,000 shares of Insight common stock outstanding as of December 19, 2013 remain unchanged at the closing, for each of your shares of Insight common stock, you will receive the per share merger consideration equal to \$20.50 in the form of a combination of cash and shares of Parent common stock to be calculated as set forth in the Merger Agreement. Of such per share merger consideration, 20%, or \$4.10, will be paid in cash and 80%, or \$16.40, will be paid in Parent common stock (including cash to be paid in lieu of any fractional shares), subject to certain adjustments depending upon changes in the market price of Parent common stock. The exchange ratio used to determine the number of shares of Parent common stock that you will be entitled to receive for each share of Insight common stock will be determined based on the average closing price (the “Parent Share Average Closing Price”) on the NASDAQ Global Select Market (“NASDAQ”) for the twenty trading days ending on the third business day prior to the effective time of the Merger, subject to a minimum and maximum price equal to \$13.86 and \$18.76, respectively, and certain further adjustments. **The per share merger consideration will not be determined until after the date of the special meeting. Therefore, at the time of the special meeting, you will not know the precise amount of cash or number of shares of Parent common stock you may receive on the date the Merger is completed. Moreover, as a result of the Collar Restriction (as defined herein) and potential exercise of Insight stock options, the actual value of the per share merger consideration received by Insight shareholders could be significantly less than \$20.50 if no outstanding Insight stock options are exercised or \$17.24 if all outstanding Insight stock options are exercised. Insight’s board of directors has determined that, under certain circumstances where Insight is entitled to terminate the Merger Agreement upon the occurrence of either a Double Trigger (as defined herein) or a material adverse change with respect to Parent, Insight will not waive its termination right and proceed with the Merger without first obtaining the consent of the Insight shareholders in the event the actual value of total per share merger consideration as calculated based on the Parent Share Average Closing Price and including the effect of the exercise of Insight stock options, if any, would be less than \$10.00. See “Description of the Merger Agreement – Consideration to be received in the Merger—Minimum Merger Consideration If the Merger Is Completed” on page 49.**

Assuming the 1,630,000 shares of Insight common stock outstanding remain unchanged at the closing, based on a Parent Share Average Closing Price of \$, which is equal to the Parent Share Average Closing Price if it were calculated as if the closing date was , 2014, the latest practicable date prior to the date of this proxy statement/prospectus, the merger consideration that an Insight common shareholder would be entitled to receive for each share of Insight common stock is \$4.10 in cash and shares of Parent common stock. If the Parent Share Average Closing Price were equal to the minimum of \$13.86, each share of Insight common stock would instead be entitled to \$4.10 in cash and 1.1833 shares of Parent common stock; if the Parent Share Average Closing Price were equal to the maximum of \$18.76, each share of Insight common stock would be entitled to \$4.10 in cash and 0.8742 shares of Parent common stock.

Parent common stock is traded on NASDAQ under the symbol "FFBC." The closing price of Parent common stock on April 7, 2014 was \$17.74 per share.

The Merger cannot be completed unless the holders of at least two-thirds of the voting power of the outstanding shares of Insight capital stock vote in favor of the Merger Agreement. **Accordingly, our board of directors has unanimously approved the Merger Agreement and recommends that you vote "FOR" the adoption of the Merger Agreement at the special meeting. Our board of directors also unanimously recommends that you vote "FOR" the approval to adjourn the special meeting to permit further solicitation in the event that an insufficient number of shares are present in person or by proxy to adopt the Merger Agreement and the transactions it contemplates and "FOR" the authorization of the proxies named in the proxy form to vote on such other matters as may properly come before the special meeting or any adjournment or postponement thereof.**

Additional information regarding the Merger, the Merger Agreement, Insight, First Financial and Parent is set forth in the attached proxy statement/prospectus. This document also serves as the prospectus for up to 1,928,715 shares of Parent common stock that may be issued by Parent in connection with the Merger. **We urge you to read this entire document carefully, including the section entitled "Risk Factors" beginning on page 16.**

Sincerely,

Harvey L. Glick
President and Chief Executive Officer
Insight Bank

Neither the Securities and Exchange Commission nor any state securities regulatory body has approved or disapproved of the securities to be issued under this proxy statement/prospectus or determined if this proxy statement/prospectus is accurate or adequate. Any representation to the contrary is a criminal offense.

The securities to be issued in connection with the Merger are not savings or deposit accounts or other obligations of any bank or nonbank subsidiary of any of the parties, and they are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.

This proxy statement/prospectus is dated , 2014, and is first being mailed to Insight shareholders on or about , 2014.

REFERENCES TO ADDITIONAL INFORMATION

As permitted by the rules of the Securities and Exchange Commission (the “SEC”), this proxy statement/prospectus incorporates important business and financial information about Parent from other documents that are not included in or delivered with this proxy statement/prospectus. These documents are available to you without charge upon your written or oral request. You can obtain documents incorporated by reference in this proxy statement/prospectus without charge through the SEC’s website at www.sec.gov, from Parent’s website at www.bankatfirst.com or by requesting them in writing or by telephone at the following address and telephone number:

First Financial Bancorp.

255 East Fifth Street, Suite 700

Cincinnati, Ohio 45202

Attention: Kenneth J. Lovik

Senior Vice President, Investor Relations & Corporate Development

(877) 322-9530

In order to ensure timely delivery of these documents, you should make your request by _____, 2014 to receive them before the special meeting.

In addition, if you have questions about the merger or the special meeting, need additional copies of this proxy statement/prospectus or need to obtain proxy forms or other information related to the proxy solicitation, you may contact Harvey L. Glick, Insight’s President and Chief Executive Officer, at the following address or by calling the following telephone number:

Insight Bank

150 W. Wilson Bridge Road

Worthington, Ohio 43085

(614) 431-9400

(877) 963-9400

Insight is not subject to the reporting requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and accordingly does not file documents or reports with the SEC.

PLEASE NOTE

We have not authorized anyone to provide you with any information other than the information included in this document and the documents to which we refer you. If someone provides you with other information, please do not rely on it as being authorized by us.

See “Where You Can Find More Information” and “Incorporation of Certain Information by Reference” on page 69.

VOTING BY MAIL

As an Insight shareholder of record, you may submit your proxy by mail, by signing and dating each proxy form you receive, indicating your voting preference on each proposal and returning each proxy form in the prepaid envelope that accompanied that proxy form.

INSIGHT BANK

150 W. Wilson Bridge Road

Worthington, Ohio 43085

Notice of Special Meeting of Shareholders

Date: , 2014

Time: , local time

Place: 150 W. Wilson Bridge Road, Worthington, Ohio 43085

TO INSIGHT BANK SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that Insight Bank (“Insight”) will hold a special meeting of shareholders on , 2014 at the offices of Insight, 150 W. Wilson Bridge Road, Worthington, Ohio 43085 at local time. The purpose of the meeting is to consider and vote on the following matters:

a proposal to adopt the Agreement and Plan of Merger (the “Merger Agreement”), dated as of December 19, 2013, by and among First Financial Bancorp., First Financial Bank, National Association, and Insight. A copy of the Merger Agreement is included as Annex A to the proxy statement/prospectus accompanying this notice;

the approval to adjourn the special meeting to permit further solicitation in the event that there are not sufficient votes FOR adoption, for any reason, of the Merger Agreement and the transactions it contemplates at the time of the special meeting; and

to transact any other business that properly comes before the special meeting, or any adjournments or postponements thereof.

Holders of record of Insight common stock at the close of business on , 2014 are entitled to receive this notice and to vote at the special meeting and any adjournments or postponements thereof. Under the federal law applicable to

mergers of state banks into national banks, the Merger Agreement must be ratified and confirmed by the affirmative vote of Insight shareholders owning at least two-thirds of its capital stock outstanding. Approval of the proposal to adjourn the special meeting, if necessary or appropriate to solicit additional proxies, requires the affirmative vote of a majority of the shares of Insight common stock having voting power present in person or by proxy, whether or not there is a quorum.

Shareholders of Insight have the right to dissent from the merger contemplated by the Merger Agreement and obtain payment in cash of the appraised fair value of their shares of Insight common stock under applicable provisions of federal law and the Ohio Revised Code (“ORC”). In order for such a shareholder of Insight to perfect his or her right to dissent, the shareholder must carefully follow the procedures set forth under federal law and the ORC. A copy of the applicable federal statutory provisions and provisions of the ORC is included as Annex B to the accompanying proxy statement/prospectus and a summary of these provisions can be found under the caption “The Merger Agreement—Insight shareholder appraisal rights.”

The board of directors of Insight unanimously recommends that you vote “FOR” adoption of the Merger Agreement. The board of directors also unanimously recommends that you vote “FOR” approval to adjourn the special meeting to permit further solicitation in the event that there are not sufficient votes FOR adoption, for any reason, of the Merger Agreement and the transactions it contemplates at the time of the special meeting.

Your vote is important. To ensure that your shares are voted at the special meeting, please promptly complete, sign and return the proxy form in the enclosed, postage-prepaid envelope whether or not you plan to attend the meeting in person. If you attend the special meeting, you may revoke your proxy and vote in person, if you so desire.

Columbus, Ohio

, 2014

By Order of the Board of Directors

Peter E. Geier

Chairman of the Board

Table of Contents

	Page
questions and answers about the Merger	1
SUMMARY	5
RISK FACTORS	16
Risks relating to the Merger	16
Risks relating to the businesses of Parent and the surviving bank	17
SPECIAL NOTES CONCERNING FORWARD-LOOKING STATEMENTS	18
INFORMATION ABOUT THE SPECIAL MEETING OF Insight SHAREHOLDERS	20
Date, time and place of the special meeting	20
Purpose of the special meeting	20
Record date and voting rights for the special meeting	20
Quorum	20
Vote required	20
Shares held by Insight directors; voting agreements	21
How to vote	21
Revocability of proxies	21
Proxy solicitation	21
Other business; adjournments	21
THE MERGER	22
General	22
The companies	22
Insight's proposals	23

Background of the Merger	23
Recommendation of Insight's board of directors and its reasons for the Merger	25
Parent's reasons for the Merger	27
Opinion of Insight's Financial Advisor	28
Material U.S. federal income tax consequences of the Merger	37
Regulatory approvals	41
Interests of certain persons in the Merger	41
Voting agreement	45
Restrictions on resale of Parent common stock	45
Insight shareholder appraisal rights	45
DESCRIPTION OF THE MERGER AGREEMENT	47
General	47
Closing and effective time	47
Consideration to be received in the Merger	47
Fractional shares	50

Table of Contents

(continued)

	Page
Cash-Out of Stock Options	50
Exchange of certificates	50
Conduct of business pending the Merger and certain covenants	51
No solicitation of transaction or change of recommendation	54
Representations and warranties	55
Conditions to completion of the Merger	56
Termination	57
Termination fee	58
Management of Parent, First Financial and Insight after the Merger	58
Employee benefit matters	59
Expenses	59
NASDAQ stock listing	59
Amendment	59
SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT OF INSIGHT	60
COMPARISON OF RIGHTS OF PARENT SHAREHOLDERS AND INSIGHT SHAREHOLDERS	61
General	61
Certain anti-takeover effects of Parent's articles of incorporation and regulations	65
Anti-takeover statutes	66
DESCRIPTION OF PARENT CAPITAL STOCK	68
Authorized capital stock	68

Parent common stock	68
Parent preferred stock	68
Exchange agent and registrar	69
LEGAL MATTERS	69
EXPERTS	69
WHERE YOU CAN FIND MORE INFORMATION	69
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE	69
ANNEXES:	
Annex A	Agreement and Plan of Merger
Annex B	12 U.S.C. Section 215a(b)-(d) and Sections 1115.19 and 1701.85 of the Ohio Revised Code
Annex C	Fairness Opinion of Keefe, Bruyette & Woods, Inc.

questions and answers about the Merger

Q: What am I being asked to vote on? What is the proposed transaction?

You are being asked to vote on the adoption of a merger agreement (the “Merger Agreement”) that provides for the acquisition by First Financial Bank, National Association (“First Financial”), of Insight Bank (“Insight”) through the A: merger (the “Merger”) of Insight with and into First Financial, which is a national banking association and a wholly owned subsidiary of First Financial Bancorp. (“Parent”). You will become a shareholder of Parent as a result of the Merger.

Q: What will Insight shareholders be entitled to receive in the Merger?

If the Merger is completed, Insight shareholders will, in the aggregate, receive total merger consideration in the amount of \$33,415,000. Each share of Insight common stock that you own immediately before the completion of the Merger will be converted into the right to receive a combination of cash and shares of Parent common stock. In A: addition, all outstanding stock options of Insight will be cashed out at the closing of the Merger. Including payment to be made for cancelling the stock options, the fully diluted total merger consideration is valued at approximately \$36.6 million as of December 19, 2013.

The number of outstanding shares of Insight common stock will change to the extent that outstanding options to acquire Insight common stock are exercised prior to the effective time of the Merger. Assuming the 1,630,000 shares of Insight common stock outstanding as of December 19, 2013 remain unchanged at the closing, for each of your shares of Insight common stock, you will receive the per share merger consideration equal to \$20.50 in the form of a combination of cash and shares of Parent common stock to be calculated as set forth in the Merger Agreement. Of such per share merger consideration, 20%, or \$4.10, will be paid in cash and 80%, or \$16.40, will be paid in Parent common stock (including cash to be paid in lieu of any fractional shares), subject to certain adjustments depending upon changes in the market price of Parent common stock. The exchange ratio used to determine the number of shares of Parent common stock that you will be entitled to receive for each share of Insight common stock will be determined based on the average closing price on the NASDAQ Global Select Market (“NASDAQ”) for the twenty trading days ending on the third business day prior to the effective time of the Merger (the “Parent Share Average Closing Price”), subject to a minimum and maximum price equal to \$13.86 and \$18.76, respectively, and certain further adjustments.

Assuming the 1,630,000 shares of Insight common stock outstanding remain unchanged at the closing, based on a Parent Share Average Closing Price of \$, which is equal to the Parent Share Average Closing Price if it were calculated as if the closing date was , 2014, the latest practicable date prior to the date of this proxy statement/prospectus, the merger consideration that an Insight common shareholder would be entitled to receive for each share of Insight common stock is \$4.10 in cash and shares of Parent common stock. If the Parent Share Average Closing Price were equal to the minimum of \$13.86, each share of Insight common stock would instead be entitled to \$4.10 in cash and 1.1833 shares of Parent common stock; if the Parent Share Average Closing Price were equal to the maximum of \$18.76, each share of Insight common stock would be entitled to \$4.10 in cash and 0.8742

shares of Parent common stock. For a description of how the merger consideration will be calculated, see “Description of the Merger Agreement—Consideration to be received in the Merger” on page 47.

In addition, the ratio of the stock component of the merger consideration may be adjusted if the Parent Share Average Closing Price is less than \$13.86 or more than \$18.76. For a description of the possible adjustment of the merger consideration, see “Description of the Merger Agreement—Consideration to be received in the Merger—Stock Consideration Ratio Adjustment,” “—Tax Adjustment” and “—Kill or Fill Adjustment” beginning on page 49.

Q: Can I make an election to select the form of merger consideration I desire to receive?

A: No. Each share of Insight common stock will be exchanged for the same combination of cash and shares of Parent common stock if the Merger closes.

Q: Why do Insight and Parent want to engage in the transaction?

Insight believes that the Merger will provide Insight shareholders and its customers with substantial benefits, including the opportunity to participate in a larger and more diversified organization, and Parent believes that the Merger will provide a platform for its continued strategic growth by entering the Columbus market. As a larger company, First Financial can provide Insight's associates with an expanded product set to serve commercial and consumer clients as well as adding wealth management capabilities to further enhance customer relationships. To review the reasons for the Merger in more detail, see "The Merger—Parent's reasons for the Merger" on page 27 and "The Merger—Recommendation of Insight's board of directors and its reasons for the Merger" on page 25.

Q: What does Insight's board of directors recommend?

A: Insight's board of directors unanimously recommends that you vote "FOR" adoption of the Merger Agreement and "FOR" the approval to adjourn the special meeting to permit further solicitation in the event that there are not sufficient votes FOR adoption, for any reason, of the Merger Agreement and the transactions it contemplates at the time of the special meeting. Insight's board of directors has determined that the Merger Agreement and the Merger are in the best interests of Insight and its shareholders. To review the background and reasons for the Merger in greater detail, see pages 23 to 27.

Q: What vote is required to adopt the Merger Agreement?

A: Under the federal law applicable to mergers of state banks into national banks, the Merger Agreement must be ratified and confirmed by the affirmative vote of Insight shareholders owning at least two-thirds of its capital stock outstanding. Abstentions and broker non-votes have the effect of votes against the adoption of the Merger Agreement. Certain Insight directors who own shares of Insight common stock and certain other shareholders have agreed to vote their shares in favor of the Merger at the special meeting. These shareholders owned 155,524 shares of Insight common stock, or approximately 9.5% of Insight common stock outstanding as of December 19, 2013. Parent's shareholders will not be voting on the Merger Agreement. See "The Merger—Interests of certain persons in the Merger" on page 41 and "The Merger—Voting agreement" on page 45.

What vote is required to approve the proposal to adjourn the special meeting to permit further solicitation in the event that an insufficient number of shares of Insight common stock are present in person or by proxy to adopt the Merger Agreement and the transactions it contemplates?

Approval of the proposal to adjourn the special meeting, if necessary or appropriate to solicit additional proxies, requires the affirmative vote of a majority of the shares of Insight common stock having voting power present in person or by proxy, whether or not there is a quorum.

Q: Why is my vote important?

Insight shareholders are being asked to adopt the Merger Agreement and thereby approve the Merger. If you do not submit your proxy by mail or vote in person at the special meeting, it will be more difficult for Insight to obtain the necessary quorum to hold the special meeting. In addition, your failure to submit your proxy or attend the special meeting will have the same effect as a vote against the Merger Agreement and make it more difficult to obtain adoption of the Merger Agreement.

Q: What do I need to do now? How do I vote?

You may vote at the special meeting if you own shares of Insight common stock of record at the close of business on the record date for the special meeting, , 2014. After you have carefully read and considered the information contained in this proxy statement/prospectus, please complete, sign, date and mail your proxy form in the enclosed, postage-prepaid return envelope as soon as possible. This will enable your shares to be represented at the special meeting. You may also vote in person at the special meeting. If you do not return a properly executed proxy form and do not vote at the special meeting, this will have the same effect as a vote against the adoption of the Merger Agreement.

Q: How will my proxy be voted?

If you complete, sign, date and mail your proxy form, your proxy will be voted in accordance with your instructions. If you sign, date and send in your proxy form, but you do not indicate how you want to vote, your proxy will be voted FOR adoption of the Merger Agreement and the other proposals in the notice.

Q: Can I revoke my proxy and change my vote?

A: You may change your vote or revoke your proxy prior to the special meeting by filing with the secretary of Insight a duly executed revocation of proxy or submitting a new proxy form with a later date. You may also revoke a prior proxy by voting in person at the special meeting.

Q: What if I oppose the Merger? Do I have appraisal rights?

A: Insight shareholders who do not vote in favor of adoption of the Merger Agreement and otherwise comply with all of the procedures of 12 U.S.C. Section 215a and Sections 1115.19 and 1701.85 of the Ohio Revised Code (the “ORC”) will be entitled to receive payment in cash of the fair value of their shares of Insight common stock as ultimately determined under the statutory process. A copy of those sections of the federal statute and the ORC is attached as Annex B to this document. This value could be more than the merger consideration but could also be less.

Q: What are the material U.S. federal income tax consequences of the Merger to me?

A: The Merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the “Code”). As a condition to the completion of the Merger, Vorys, Sater, Seymour and Pease LLP, tax counsel to Insight, must deliver an opinion to Insight, dated as of the closing date and based on facts, representations and assumptions described in such opinion, to the effect that the Merger will be treated as a reorganization within the meaning of Section 368(a) of the Code. In addition, in connection with the filing of the registration statement of which this document is a part, Vorys, Sater, Seymour and Pease LLP has delivered an opinion to Insight to the same effect as the opinion described above. Accordingly, the conversion of your shares of Insight common stock into shares of Parent common stock in the Merger will be tax-free for U.S. federal income tax purposes. However, you generally will recognize gain (but not loss) in an amount not to exceed the amount of cash you receive in the Merger (other than any cash you receive in lieu of a fractional share of Parent common stock). You should consult with your tax advisor for the specific tax consequences of the Merger to you. For a more-detailed discussion of the material U.S. federal income tax consequences to you of the Merger, see “The Merger—Material U.S. federal income tax consequences of the Merger” on page 37.

Q: When and where is the special meeting?

A: The Insight special meeting will take place on _____, 2014, at _____ local time, at the offices of Insight, located at 150 W. Wilson Bridge Road, Worthington, Ohio 43085.

Q: Who may attend the meeting?

A:

Only Insight shareholders on the record date may attend the special meeting. If you are a shareholder of record, you will need to present the proxy form that you received or a valid proof of identification to be admitted into the meeting.

Q: Should I send in my stock certificates now?

A: No. Either at the time of closing or shortly after the Merger is completed, the exchange agent for the Merger will send you a letter of transmittal with instructions informing you how to send in your stock certificates to the exchange agent. You should use the letter of transmittal to exchange your Insight stock certificates for the merger consideration. Do not send in your stock certificates with your proxy form or your stock election form.

Q: When is the Merger expected to be completed?

A: We will try to complete the Merger as soon as reasonably possible. Before that happens, the Merger and the Merger Agreement must be approved and adopted by Insight common shareholders and we must obtain the necessary regulatory approvals. Assuming Insight common shareholders vote to approve the Merger and adopt the Merger Agreement and we obtain the other necessary approvals and satisfaction or waiver of the other conditions to the closing described in the Merger Agreement, we expect to complete the Merger in the first half of 2014. See “Description of the Merger Agreement—Conditions to completion of the Merger” on page 56.

Q: Is completion of the Merger subject to any conditions besides shareholder approval?

A: Yes. The transaction must receive the required regulatory approvals, and there are other closing conditions that must be satisfied. See “Description of the Merger Agreement—Conditions to completion of the Merger” on page 56.

Q: Are there risks I should consider in deciding to vote on the adoption of the Merger Agreement?

A: Yes, in evaluating the Merger Agreement, you should read this proxy statement/prospectus carefully, including the factors discussed in the section entitled “Risk Factors” beginning on page 16.

Q: Who can answer my other questions?

If you have more questions about the Merger or how to submit your proxy, or if you need additional copies of this A: proxy statement/prospectus or the enclosed proxy form, you should contact Harvey Glick, Insight’s President and Chief Executive Officer, at (614) 431-9401.

SUMMARY

This summary highlights selected information in this proxy statement/prospectus and may not contain all of the information that is important to you. To understand the Merger more fully, you should read this entire proxy statement/prospectus carefully, including the annexes and the documents referred to or incorporated in this proxy statement/prospectus. A copy of the Merger Agreement is attached as Annex A to this proxy statement/prospectus and is incorporated by reference herein. See “Where You Can Find More Information” beginning on page 69.

Information about Parent and Insight (See page 22)

First Financial Bancorp.

255 East Fifth Street, Suite 700

Cincinnati, Ohio 45202

(877) 322-9530

First Financial Bancorp., an Ohio corporation (“Parent,” “we,” “our” or “us”) which was formed in 1982, is a mid-sized regional bank holding company headquartered in Cincinnati, Ohio. Parent engages in the business of commercial banking and other banking and banking-related activities through its wholly owned subsidiary, First Financial Bank, National Association (“First Financial”), which was founded in 1863.

As of December 31, 2013, Parent had total assets of approximately \$6.4 billion, total loans of approximately \$4.0 billion, total deposits of approximately \$4.8 billion, and total shareholders’ equity of approximately \$682.2 million.

Parent common stock is traded on the NASDAQ Global Select Market (“NASDAQ”) under the ticker symbol “FFBC.” Parent’s principal executive office is located at 255 East Fifth Street, Suite 700, Cincinnati, Ohio 45202, telephone number: (877) 322-9530.

First Financial Bank, National Association

300 High Street

Hamilton, Ohio 45011

(513) 867-4744

First Financial Bank, National Association, a national banking association, is a wholly owned subsidiary of Parent. First Financial is a commercial bank that operates primarily in Ohio, Indiana and Kentucky. The range of banking services provided by First Financial to individuals and businesses includes commercial lending, real estate lending, and consumer financing. Real estate loans are loans secured by a mortgage lien on the real property of the borrower, which may either be residential property (one to four family residential housing units) or commercial property (owner-occupied and/or investor income producing real estate, such as apartments, shopping centers, and office buildings). In addition, First Financial offers deposit products that include interest-bearing and noninterest-bearing accounts, time deposits, and cash management services for commercial customers. A full range of trust and wealth management services is also provided through First Financial's Wealth Management division. As of December 31, 2013, First Financial had 110 banking centers and 137 ATMs.

Insight Bank

150 W. Wilson Bridge Road

Worthington, Ohio 43085

(614) 431-9400

(877) 963-9400

Insight Bank ("Insight") is an Ohio state-chartered bank founded in 2006. Insight provides banking and financial services to individuals and commercial customers in Franklin and Delaware Counties and their surrounding areas in central Ohio. Insight has one full-service banking location in Worthington, Ohio, and a mortgage origination office in Newark, Ohio. As of December 31, 2013, Insight had total assets of \$213.6 million, total loans of \$181.5 million, total deposits of \$176.7 million and total shareholders' equity of approximately \$24.5 million. Insight is not a public company and, accordingly, there is no established trading market for Insight common stock.

The Merger and the Merger Agreement (See pages 22, 47 and Annex A)

First Financial's acquisition of Insight is governed by the Merger Agreement. The Merger Agreement provides that, if all of the conditions set forth in the Merger Agreement are satisfied or waived, Insight will be merged with and into First Financial and will cease to exist. After the consummation of the Merger, First Financial will continue as the surviving bank and remain a wholly owned subsidiary of Parent. The Merger Agreement is included as Annex A to this proxy statement/prospectus and is incorporated by reference herein. We urge you to read the Merger Agreement carefully and fully, as it is the legal document that governs the Merger.

What Insight shareholders will receive (See page 47)

If the Merger is completed, Insight shareholders will, in the aggregate, receive total merger consideration in the amount of \$33,415,000. Each share of Insight common stock that you own immediately before the completion of the Merger will be converted into the right to receive a combination of cash and shares of Parent common stock. In addition, all outstanding stock options of Insight will be cashed out at the closing of the Merger. Including payment to be made for cancelling the stock options, the fully diluted total Merger consideration is valued at approximately \$36.6 million as of December 19, 2013.

The number of outstanding shares of Insight common stock will change to the extent that outstanding options to acquire Insight common stock are exercised prior to the effective time of the Merger. Assuming the 1,630,000 shares of Insight common stock outstanding as of December 19, 2013 remain unchanged at the closing, for each of your shares of Insight common stock, you will receive the per share Merger consideration equal to \$20.50 in the form of a combination of cash and shares of Parent common stock to be calculated as set forth in the Merger Agreement. Of such per share merger consideration, 20%, or \$4.10, will be paid in cash and 80%, or \$16.40, will be paid in Parent common stock (including cash to be paid in lieu of any fractional shares), subject to certain adjustments depending upon changes in the market price of Parent common stock. The exchange ratio used to determine the number of shares of Parent common stock that you will be entitled to receive for each share of Insight common stock will be determined based on the average closing price on NASDAQ for the twenty trading days ending on the third business day prior to the effective time of the Merger (the "Parent Share Average Closing Price"), subject to a minimum and maximum price equal to \$13.86 and \$18.76 (the "Collar Restriction"), respectively, and certain further adjustments.

Assuming the 1,630,000 shares of Insight common stock outstanding remain unchanged at the closing, based on a Parent Share Average Closing Price of \$, which is equal to the Parent Share Average Closing Price if it were calculated as if the closing date was , 2014, the latest practicable date prior to the date of this proxy statement/prospectus, the merger consideration that an Insight common shareholder would be entitled to receive for each share of Insight common stock is \$4.10 in cash and shares of Parent common stock. If the Parent Share

Average Closing Price were equal to the minimum of \$13.86, each share of Insight common stock would instead be entitled to \$4.10 in cash and 1.1833 shares of Parent common stock; if the Parent Share Average Closing Price were equal to the maximum of \$18.76, each share of Insight common stock would be entitled to \$4.10 in cash and 0.8742 shares of Parent common stock. For a description of how the merger consideration will be calculated, see “Description of the Merger Agreement—Consideration to be received in the Merger” on page 47.

If the Parent Share Average Closing Price has declined by more than 25% from the average closing price on NASDAQ for the twenty trading days ending on the third business day prior to the date of the Merger Agreement, which is \$16.31, and the Parent common stock underperforms the KBW Regional Banking Index by more than 25% during such period, Insight may terminate the Merger Agreement unless Parent removes the Collar Restriction in calculating the exchange ratio for the stock component of the merger consideration.

If the Parent Share Average Closing Price is less than \$13.86, Insight may reduce the ratio of the stock component of the merger consideration from 80% to no less than 75%. On the other hand, if the Parent Share Average Closing Price is more than \$18.76, First Financial may reduce the ratio of the stock component of the merger consideration from 80% to no less than 75%. However, no such reduction is permitted if it would result in a failure of the Merger to be a tax-free reorganization for U.S. federal income tax purposes.

In addition, in order to preserve the qualification of the Merger as a tax-free reorganization for U.S. federal income tax purposes, if the aggregate value of the shares of Parent common stock to be issued in connection with the Merger (excluding the value of fractional shares for which cash is to be paid) based upon the closing price of the Parent common stock as reported on NASDAQ on the trading day immediately preceding the closing date of the Merger (the “Tax-Adjuster Stock Consideration”) would be less than 40% of the sum of the Tax-Adjuster Cash Consideration (as defined below) and the Tax-Adjuster Stock Consideration, then the exchange ratio for the stock component of the merger consideration will be adjusted, with a corresponding decrease of the total cash consideration, so that the Tax-Adjuster Stock Consideration is equal to 40% of the sum of the Tax-Adjuster Stock Consideration and the Tax-Adjuster Cash Consideration without changing the value of the total merger consideration. For purposes of the above, “Tax-Adjuster Cash Consideration” means the sum of (i) the aggregate cash consideration to be paid in exchange for the Insight common stock (including, without limitation, the amount of cash to be paid for appraisal shares), (ii) the aggregate cash consideration to be paid in lieu of fractional shares of Parent common stock, and (iii) the aggregate cash consideration to be paid in connection with the redemption, cancellation or other transaction that results in Insight’s Senior Non-Cumulative Perpetual Preferred Shares, Series A, par value \$1.00 per share (“Insight Series A Preferred Stock”), no longer being issued or outstanding as a result of the Merger. For example, if the 1,630,000 shares of Insight common stock outstanding remain unchanged at the closing and the Parent Share Average Closing Price is equal to or less than \$13.86, each share of Insight common stock would be entitled to \$4.10 in cash and 1.1833 shares of Parent common stock, assuming no adjustment needs to be made for the above tax purposes; however, if the closing price of the Parent common stock as reported on NASDAQ on the trading day immediately preceding the closing date of the Merger falls below \$3.78, adjustment will be made to preserve the qualification of the Merger as a tax-free reorganization (assuming \$4,250,000 to be paid for the redemption of Insight Series A Preferred Stock, no cash paid for appraisal shares and no other adjustment made by the parties, and disregarding the effect of cash consideration to be paid in lieu of fractional shares of Parent common stock, for purpose of illustration). Under these assumptions, if the above-referenced closing price of the Parent common stock falls to \$3.00, each share of Insight common stock would be entitled to \$3.06 in cash and 1.2586 shares of Parent common stock (with any small variance due to rounding).

Insight common shareholders will not receive fractional shares of Parent common stock. Instead, they will receive cash payments for any fractional shares based on the Parent Share Average Closing Price (as it may be adjusted).

Exchange of Insight common stock (See page 50)

Once the Merger is complete, U.S. Bank National Association, as exchange agent, will mail you transmittal materials and instructions for exchanging your Insight stock certificates for shares of Parent common stock to be issued by book-entry transfer.

Material U.S. federal income tax consequences of the Merger (See page 37)

The Merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Code. As a condition to the completion of the Merger, Vorys, Sater, Seymour and Pease LLP, tax counsel to Insight, must deliver an opinion to Insight, dated as of the closing date and based on facts, representations and assumptions described in such opinion, to the effect that the Merger will be treated as a reorganization within the meaning of Section 368(a) of the Code. Assuming the Merger qualifies as a tax-free reorganization, subject to the limitations and more-detailed discussion set forth below in the section entitled “The Merger—Material U.S. federal income tax consequences of the Merger,” an Insight common shareholder that is a U.S. holder (defined below in the section entitled “The Merger—Material U.S. federal income tax consequences of the Merger”) and that exchanges all of such shareholder’s shares of Insight common stock for shares of Parent common stock and cash pursuant to the Merger will recognize gain (but not loss) in an amount not to exceed the amount of cash received in the Merger (other than any cash received in lieu of a fractional share of Parent common stock).

Tax matters are complicated, and the tax consequences of the Merger to any particular Insight common shareholder will depend on that shareholder's particular facts and circumstances. Accordingly, you are urged to consult your tax advisor to determine the tax consequences of the Merger to you. For a more detailed discussion of the material U.S. federal income tax consequences of the Merger, see "The Merger—Material U.S. federal income tax consequences of the Merger" on page 37.

Reasons for the Merger (See page 25)

Insight's board of directors believes that the Merger is in the best interests of Insight and its shareholders, has unanimously adopted the Merger Agreement, and unanimously recommends that its shareholders vote "FOR" the adoption of the Merger Agreement.

In its deliberations and in making its determination, Insight's board of directors considered numerous factors, including the following:

- its knowledge of Insight's, First Financial's and Parent's businesses;
- its knowledge of the current environment in the financial services industry;

its belief that combining the companies would create a larger and more diversified financial institution that is both better equipped to respond to economic and industry developments and better positioned to develop and build on its strong market share in Ohio;

- the complementary aspects of Insight's and First Financial's businesses;

the potential expense-saving and revenue-enhancing opportunities in connection with the Merger, the related potential impact on the surviving bank's earnings and the fact that the nature of the merger consideration would give former Insight shareholders the opportunity to participate as Parent shareholders in the benefits of such savings opportunities and the future performance of the surviving bank;

its assessment of the likelihood that the Merger would be completed in a timely manner and that the management team of the surviving bank would be able to successfully integrate and operate the businesses of the surviving bank after the Merger;

the financial analyses presented by KBW to Insight's board of directors, and the opinion dated as of December 18, 2013, delivered to Insight by KBW;

the financial terms of the Merger, including the fact that, based on Parent common stock's average closing price of \$16.31 per share over the 20 consecutive trading day period ending on December 16, 2013 (the third business day prior to the execution of the Merger Agreement), the per share merger consideration represented a multiple to normalized tangible book value per share of 166%, a multiple to Insight's trailing 12 months earnings per share of 19.05 times, and a premium to core deposits of 20.1%;

the structure of the Merger and the terms of the Merger Agreement, including the ability of Insight's board of directors, under certain circumstances, to withdraw or adversely modify its recommendation to Insight shareholders, and to terminate the Merger Agreement in order to enter into a definitive agreement with respect to a superior proposal;

- the expectation that the Merger would qualify as a tax-free reorganization for U.S. federal income tax purposes;

the likelihood that regulatory approvals would be received in a timely manner and without unacceptable conditions;

- the fact that the approval of Parent shareholders would not be required for the transaction; and

the belief that the Parent offer was the best offer that could be obtained at this time and was better than the stand-alone prospects for Insight.

The Insight board of directors also considered potential risks and a variety of potentially negative factors in connection with its deliberations concerning the Merger Agreement and the Merger, including the following material factors:

the potential risk of diverting management focus and resources from other strategic opportunities and from operational matters while working to implement the Merger;

the fact that the interests of some of the directors and officers of Insight may be different from those of Insight shareholders;

the fact that the Merger Agreement provides that Insight may be required to pay a termination fee and expenses to First Financial;

- the fact that the Merger Agreement prohibits Insight from soliciting other acquisition proposals;

the fact that there can be no assurance that all conditions to the parties' obligations to complete the Merger will be satisfied;

the risk that the anticipated benefits of the Merger may not be realized or may take longer than expected to be realized;

- the restrictions on the conduct of Insight's business prior to the completion of the Merger; and

the possible effects of the pendency or consummation of the transaction contemplated by the Merger Agreement, including any suit, action or proceeding initiated in respect of the Merger.

Opinion of Insight's Financial Advisor (see page 28 and Annex C)

On December 18, 2013, Keefe, Bruyette & Woods, Inc. ("KBW") rendered to Insight's board of directors KBW's opinion with respect to the fairness of the merger consideration to be received by Insight common shareholders, from a

financial point of view.

KBW's opinion is directed to Insight's board of directors and relates only to the fairness of the merger consideration to be received by Insight shareholders, from a financial point of view. KBW's opinion does not address any other aspect of the Merger and is not a recommendation to any Insight common shareholder as to how such shareholder should vote at the special meeting.

The full text of KBW's December 18, 2013 opinion is included as Annex C to this proxy statement/prospectus and is incorporated by reference herein. The opinion outlines the procedures followed, assumptions made, matters considered, and qualifications and limitations on the review undertaken by KBW in rendering its opinion. The description of the opinion set forth below is qualified in its entirety by reference to the opinion. Insight common shareholders are urged to read the entire opinion carefully in connection with their consideration of the Merger Agreement.

Board recommendation to Insight shareholders (See page 25)

Insight's board of directors believes that the Merger of Insight with First Financial is in the best interests of Insight and its shareholders. **Insight's board of directors unanimously recommends that you vote "FOR" the Merger.**

Interests of officers and directors of Insight in the Merger may be different from, or in addition to, yours (See page 41)

When you consider Insight's board of directors' recommendation to vote in favor of the adoption of the Merger Agreement, you should be aware that some of Insight's directors and officers have interests in the Merger that are different from, or in addition to, your interests as shareholders. Insight's board of directors was aware of these interests and took them into account in approving the Merger. These interests include, among others, proposed employee benefits for those Insight employees who become employees of First Financial after the Merger, severance benefits for those Insight employees who are not covered by an employment agreement and do not become employees of First Financial after the Merger, retention bonuses for certain employees who remain in the employ of First Financial for a designated transition period, the appointment of one Insight director to serve on the boards of directors of First Financial and Parent (subject to the approval of Parent's Corporate Governance and Nominating Committee), the appointment of certain Insight director or directors to the Columbus advisory board of Parent, lump sum cash payments in exchange for the cancellation of outstanding Insight stock options, and an employment agreement that provide for payments and benefits in addition to the merger consideration.

First Financial has agreed to maintain in effect the current directors' and officers' liability insurance policies maintained by Insight or otherwise provide insurance policies of at least the same coverage, subject to limits on availability and cost, for six years. During the same period, First Financial and Parent have also agreed to indemnify and hold harmless the current and former directors, officers and employees of Insight and its subsidiaries for all actions taken by them in such capacities prior to the effective time of the Merger to the fullest extent permitted by law, and assume all obligations of Insight to such directors, officers and employees in respect of indemnification and exculpation from liabilities for acts or omissions occurring at or prior to the effective time as provided in Insight's charter documents.

Insight common shareholders will have appraisal rights in connection with the Merger (See page 45)

Insight common shareholders may dissent from the Merger and upon complying with the requirements of 12 U.S.C. Section 215a and Sections 1115.9 and 1701.85 of the ORC will be entitled to receive the fair cash value of their shares instead of the merger consideration.

A copy of the sections of the federal statute and the ORC pertaining to appraisal rights is attached as Annex B to this proxy statement/prospectus. You should read the statutes carefully and consult with your legal counsel if you intend to exercise these rights.

The Merger and the performance of the surviving bank are subject to a number of risks (See page 16)

There are a number of risks relating to the Merger and to the businesses of First Financial, Insight and the surviving bank following the Merger. See “Risk Factors” beginning on page 16 of this proxy statement/prospectus for a discussion of these and other risks and see also the documents that Parent has filed with the SEC and which we have incorporated by reference into this proxy statement/prospectus.

Approval of Insight common shareholders will be required to complete the Merger and other transactions set forth in the notice (See page 20)

Under the federal law applicable to mergers of state banks into national banks, the Merger Agreement must be ratified and confirmed by the affirmative vote of Insight shareholders owning at least two-thirds of its capital stock outstanding. Approval of the proposal to adjourn the special meeting, if necessary or appropriate to solicit additional proxies, requires the affirmative vote of a majority of the shares of Insight common stock having voting power present in person or by proxy, whether or not there is a quorum. To satisfy the quorum requirements set forth in Insight’s regulations, shareholders holding at least a majority of the voting power of the outstanding shares of Insight common stock entitled to vote at the special meeting must be present in person or by proxy at the special meeting. Shareholders may vote their shares in person at the special meeting or by signing and returning the enclosed proxy form.

Certain shareholders of Insight have committed to vote their shares of Insight common stock in favor of the Merger. As of December 19, 2013, these shareholders owned 155,524 shares, constituting approximately 9.5% of the shares then outstanding. See “The Merger—Voting agreement” on page 45.

Insight special meeting (See page 20)

The special meeting of Insight common shareholders will be held at the offices of Insight, located at 150 W. Wilson Bridge Road, Worthington, Ohio 43085 on _____, 2014 at _____, local time. Insight's board of directors is soliciting proxies for use at the special meeting. At the special meeting, Insight shareholders will be asked to vote on a proposal to adopt the Merger Agreement.

Record date for the special meeting; revocability of proxies (See pages 20 and 21)

You may vote at the special meeting if you own shares of Insight common stock of record at the close of business on _____, 2014. You will have one vote for each share of Insight common stock you owned on that date. You may change your vote or revoke your proxy prior to the special meeting by filing with the secretary of Insight a duly executed revocation of proxy or submitting a new proxy form with a later date. You may also vote in person at the special meeting.

Completion of the Merger is subject to regulatory approvals (See page 41)

The Merger cannot be completed until First Financial receives the necessary regulatory approval of the Office of the Comptroller of the Currency (the "OCC"). First Financial submitted an application with the OCC on February 3, 2014. The Merger is also subject to the United States Department of Justice's competitive review process.

Conditions to the Merger (See page 56)

Closing Conditions for the Benefit of All Parties. Each of Parent, First Financial and Insight's obligations are subject to fulfillment of certain conditions, including:

no applicable law or order by governmental authority making illegal or preventing or prohibiting the consummation of the Merger;

receipt of all regulatory approvals containing no unduly burdensome conditions and expiration of all statutory waiting periods;

· all required consents, authorizations, waivers or approvals having been obtained; and

the registration statement having been declared effective by the SEC and continuing to be effective, and all necessary approvals under securities laws relating to the issuance of the shares of Parent common stock pursuant to the Merger having been received.

Closing Conditions for the Benefit of Parent and First Financial. Parent and First Financial's obligations are subject to fulfillment of certain conditions, including:

accuracy of representations and warranties of Insight in the Merger Agreement as of the closing date, except as otherwise set forth in the Merger Agreement;

· performance by Insight in all material respects of its agreements under the Merger Agreement;

adoption of the Merger Agreement at the special meeting by Insight shareholders holding the requisite voting power under its charter documents and applicable law;

delivery by Insight of a duly executed exchange agent agreement, option cash-out agreements, certificates and documents as provided in the Merger Agreement;

· Insight being well-capitalized;

no new proceedings initiated against Insight since the execution of the Merger Agreement that, in the aggregate, would reasonably be expected to result in liabilities exceeding \$500,000;

no new enforcement actions initiated against Insight by any regulatory agency which, individually or in the aggregate, would reasonably be expected to materially affect Insight's ability to conduct its business as currently being conducted;

holders of no more than 5% of the Insight common stock having taken the actions required under the ORC to qualify their Insight common stock as appraisal shares;

Insight having duly entered into option cash-out agreements with all holders of Insight stock options to cash out such stock options; and

Insight having duly redeemed all of its Series A Preferred Stock, except under certain circumstances set forth in the Merger Agreement.

Closing Conditions for the Benefit of Insight. Insight's obligations are subject to fulfillment of certain conditions, including:

accuracy of representations and warranties of Parent in the Merger Agreement as of the closing date, except as otherwise set forth in the Merger Agreement;

performance by Parent in all material respects of its agreements under the Merger Agreement;

approval of the listing of the shares of Parent common stock issuable pursuant to the Merger Agreement on NASDAQ;

receipt by Insight of an opinion of Vorys, Sater, Seymour and Pease LLP, tax counsel to Insight, to the effect that the Merger will be treated as a reorganization within the meaning of Section 368(a) of the Code;

no new enforcement action initiated by any regulatory agency which would reasonably be expected to materially affect First Financial's ability to conduct its business as currently being conducted; and

delivery by First Financial of evidence of the payment of the merger consideration to the exchange agent, a duly executed exchange agent agreement, certificates and such other documents as provided in the Merger Agreement.

How the Merger Agreement may be terminated by Parent, First Financial and Insight (See page 57)

First Financial and Insight may mutually agree to terminate the Merger Agreement and abandon the Merger at any time. Subject to conditions and circumstances described in the Merger Agreement, Parent or First Financial, on the one hand, or Insight, on the other hand, as the case may be, may terminate the Merger Agreement as follows:

· by either party if the Merger is not completed by September 30, 2014;

by either party in the event of a material breach by the other party of its representations or warranties or obligations contained in the Merger Agreement, which breach cannot be or has not been cured within 30 days after the giving of written notice to the breaching party of such breach, and which breach or breaches would result in a failure to satisfy any applicable closing condition;

by either party if final action has been taken by a regulatory agency whose approval is required for the Merger, which final action has become final and nonappealable and does not approve the Merger;

by either party if any governmental authority has enacted, issued, promulgated, enforced or entered any law, or final nonappealable judgment which has the effect of making illegal the consummation of the Merger;

by Insight if the Parent Share Average Closing Price has declined by more than 25% from the average closing price on NASDAQ for the twenty trading days ending on the third business day prior to the date of the Merger Agreement, which is \$16.31, and the Parent common stock underperforms the KBW Regional Banking Index by more than 25% during such period, unless Parent removes the Collar Restriction in calculating the exchange ratio for the stock component of the merger consideration;

by First Financial if the board of directors of Insight fails to make recommendation to Insight shareholders to adopt the Merger Agreement, or Insight has materially breached its covenant not to solicit alternative acquisition proposals;

in certain circumstances, by either party if Insight has received and would accept a superior acquisition proposal from a third party; or

if the Insight common shareholders fail to adopt the Merger Agreement.

Termination fees and expenses may be payable under some circumstances (See page 58)

If the Merger Agreement is terminated (i) by First Financial because the board of directors of Insight fails to make a recommendation to Insight shareholders to adopt the Merger Agreement, or Insight has materially breached its covenant not to solicit alternative acquisition proposals, or (ii) by either party if Insight has received and would accept a superior alternative proposal from a third party, First Financial may be owed a termination fee from Insight equal to 5% of the sum of the total merger consideration and total cash consideration for cashing out Insight's stock options.

If the Merger Agreement is terminated by either party because Insight shareholders fail to adopt the Merger Agreement, Insight will reimburse First Financial for its out-of-pocket expenses incurred in connection with the proposed Merger. See "Description of the Merger Agreement—Termination fee" on page 58.

Voting agreement (See page 45)

Certain shareholders of Insight have agreed to vote all of their shares of Insight common stock in favor of the Merger Agreement at the special meeting. The voting agreement covers approximately 9.5% of Insight's outstanding shares of

common stock as of December 19, 2013. The voting agreement will terminate if the Merger Agreement is terminated or the Merger becomes effective, whichever is earlier, in accordance with the terms of the Merger Agreement.

Accounting treatment of the Merger

The Merger will be accounted for as a purchase transaction in accordance with accounting principles generally accepted in the United States.

Certain differences in Parent shareholder rights and Insight shareholder rights (See page 61)

Parent is an Ohio corporation and a bank holding company registered under the Bank Holding Company Act of 1956, as amended, while Insight is an Ohio state-chartered bank. Although the rights of the holders of Parent common shares and those of holders of Insight common shares are similar in many respects, there are some differences. These differences relate to differences between the provisions of Ohio law governing corporations and the provisions of Ohio law governing state-chartered banks, as well as differences between provisions of Parent's articles of incorporation and regulations and Insight's articles of incorporation and regulations. Certain of these differences are described in detail in the section entitled "Comparison of rights of Parent shareholders and Insight shareholders" beginning on page 61. After completion of the Merger, Insight shareholders who receive shares of Parent common stock in exchange for their shares of Insight common stock will become Parent shareholders and their rights will be governed by Parent's articles of incorporation and regulations, in addition to laws and requirements that apply to public companies.

Parent shares will be listed on NASDAQ (See page 59)

The shares of Parent common stock to be issued pursuant to the Merger will be listed on NASDAQ under the symbol “FFBC.”

Per Share Market Price and Dividend Information

The table below shows, for the quarters indicated, based on published financial sources, the reported high and low sales prices of Parent common stock during the periods indicated and the cash dividends paid per share of Parent common stock.

	High	Low	Dividend Paid
Year Ended December 31, 2011			
First Quarter	\$18.91	\$15.65	\$ 0.10
Second Quarter	17.20	15.04	0.12
Third Quarter	17.12	13.34	0.12
Fourth Quarter	17.06	13.40	0.27
Year Ended December 31, 2012			
First Quarter	\$18.28	\$16.11	\$ 0.27
Second Quarter	17.70	14.88	0.31
Third Quarter	17.86	15.58	0.29
Fourth Quarter	16.95	13.90	0.30
Year Ended December 31, 2013			
First Quarter	\$16.07	\$14.46	\$ 0.28
Second Quarter	16.05	14.52	0.28
Third Quarter	16.47	14.89	0.24
Fourth Quarter	17.59	14.56	0.27

Comparative Per Share Data

The following table presents selected comparative per share data for Parent common stock and Insight common stock. You should read this information in conjunction with the selected historical financial information included elsewhere in this proxy statement/prospectus, and the historical financial statements of Parent and related notes that are incorporated by reference in this proxy statement/prospectus by reference. The historical per share data is derived from audited financial statements as of and for the years ended December 31, 2012 and 2013.

Edgar Filing: FIRST FINANCIAL BANCORP /OH/ - Form S-4

	Year Ended December 31, 2013	Year Ended December 31, 2012
Parent:		
Diluted Earnings per common share	\$ 0.83	\$ 1.14
Cash dividends declared per common share	0.94	1.18
Book value per common share (at period end)	11.86	12.24
Insight:		
Diluted earnings per common share	\$ 0.71	\$ 1.03
Cash dividends declared per common share	0.00	0.00
Book value per common share (at period end)	12.40	11.64

- 14 -

Selected Historical Financial Data of Parent

The selected consolidated financial data presented below is being provided to assist you in your analysis of the financial aspects of the Merger. The annual Parent historical information as of and for each of the years in the five-year period ended December 31, 2013, are derived from Parent's audited historical financial statements. This information is only a summary and should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the consolidated financial statements and the notes thereto incorporated by reference into this proxy statement/prospectus from Parent's Annual Report on Form 10-K for the fiscal year ended December 31, 2013. The historical results below or contained elsewhere in this proxy statement/prospectus are not necessarily indicative of the future performance of Parent or the surviving bank.

(Dollars in thousands, except per share data)	Year Ended December 31,				
	2013	2012	2011	2010	2009
Summary of operations					
Interest income	\$245,208	\$280,930	\$308,817	\$343,502	\$233,228
Tax equivalent adjustment ⁽¹⁾	2,142	1,055	979	866	1,265
Interest income tax – equivalent ⁽¹⁾	247,350	281,985	309,796	344,368	234,493
Interest expense	16,888	27,589	44,921	67,992	57,245
Net interest income tax – equivalent ⁽¹⁾	\$230,462	\$254,396	\$264,875	\$276,376	\$177,248
Interest income	\$245,208	\$280,930	\$308,817	\$343,502	\$233,228
Interest expense	16,888	27,589	44,921	67,992	57,245
Net interest income	228,320	253,341	263,896	275,510	175,983
Provision for loan and lease losses – uncovered	8,714	19,117	19,210	33,564	56,084
Provision for loan and lease losses – covered	195	30,903	64,081	63,144	0
Noninterest income	73,647	122,421	142,531	146,831	404,715
Noninterest expenses	225,475	221,997	218,097	233,680	170,638
Income before income taxes	67,583	103,745	105,039	91,953	353,976
Income tax expense	19,234	36,442	38,300	32,702	132,639
Net income	48,349	67,303	66,739	59,251	221,337
Dividends on preferred stock	0	0	0	1,865	3,578
Income available to common shareholders	\$48,349	\$67,303	\$66,739	\$57,386	\$217,759
Per share data					
Earnings per common share					
Basic	\$0.84	\$1.16	\$1.16	\$1.01	\$4.84
Diluted	\$0.83	\$1.14	\$1.14	\$0.99	\$4.78
Cash dividends declared per common share	\$0.94	\$1.18	\$0.78	\$0.40	\$0.40
Average common shares outstanding–basic (in thousands)	57,270	57,877	57,692	56,969	45,029
Average common shares outstanding–diluted (in thousands)	58,073	58,869	58,693	57,993	45,557

Selected year-end balances

Edgar Filing: FIRST FINANCIAL BANCORP /OH/ - Form S-4

Total assets	\$6,417,213	\$6,497,048	\$6,671,511	\$6,250,225	\$6,657,593
Earning assets	5,840,849	5,961,727	6,110,934	5,741,683	5,964,853
Investment securities ⁽²⁾	1,798,300	1,874,343	1,516,002	1,015,205	579,147
Loans, excluding covered loans	3,505,641	3,179,064	2,968,447	2,816,093	2,895,129
Covered loans	457,873	748,116	1,053,244	1,481,493	1,934,740
Total loans	3,963,514	3,927,180	4,021,691	4,297,586	4,829,869
FDIC indemnification asset	45,091	119,607	173,009	222,648	287,407
Interest-bearing demand deposits	1,125,723	1,160,815	1,317,339	1,111,877	1,060,383
Savings deposits	1,612,005	1,623,614	1,724,659	1,534,045	1,231,081
Time deposits	952,327	1,068,637	1,654,662	1,794,843	2,229,500
Noninterest-bearing demand deposits	1,147,452	1,102,774	946,180	705,484	829,676
Total deposits	4,837,507	4,955,840	5,642,840	5,146,249	5,350,640
Short-term borrowings	748,749	624,570	99,431	59,842	37,430
Long-term debt	60,780	75,202	76,544	128,880	404,716
Other long-term debt	0	0	0	20,620	20,620
Shareholders' equity	682,161	710,425	712,221	697,394	649,958

Select Financial Ratios

Average loans to average deposits ⁽³⁾	82.12	%	75.66	%	78.53	%	86.43	%	92.56	%
Net charge-offs to average loans, excluding covered loans	0.38	%	0.79	%	0.84	%	1.27	%	1.16	%
Average shareholders' equity to average total assets	11.17	%	11.30	%	11.33	%	10.53	%	9.85	%
Average common shareholders' equity to average total assets	11.17	%	11.30	%	11.33	%	10.35	%	8.20	%
Return on average assets	0.77	%	1.07	%	1.06	%	0.91	%	4.67	%
Return on average common equity	6.89	%	9.43	%	9.37	%	8.55	%	56.07	%
Return on average equity	6.89	%	9.43	%	9.37	%	8.68	%	47.44	%
Net interest margin	3.97	%	4.37	%	4.55	%	4.66	%	4.05	%
Net interest margin (tax equivalent basis) ⁽¹⁾	4.01	%	4.39	%	4.57	%	4.68	%	4.08	%
Dividend payout	111.90	%	101.72	%	67.24	%	39.60	%	8.26	%

⁽¹⁾ Tax equivalent basis was calculated using a 35.00% tax rate in all years presented.

⁽²⁾ Includes investment securities held-to-maturity, investment securities available-for-sale, investment securities trading, and other investments.

⁽³⁾ Includes covered loans and loans held for sale.

RISK FACTORS

In addition to the other information contained in or incorporated by reference into this proxy statement/prospectus, including the matters addressed under the caption “Special Notes Concerning Forward-Looking Statements” on page 18, you should consider the following risk factors carefully in deciding whether to vote for the adoption of the Merger Agreement. Additional risks and uncertainties not presently known to Parent and Insight or that are not currently believed to be important to you, if they materialize, also may adversely affect the Merger and Parent and First Financial as a surviving bank.

In addition, Parent’s and Insight’s respective businesses are subject to numerous risks and uncertainties, including the risks and uncertainties described, in the case of Parent, in its Annual Report on Form 10-K for the year ended December 31, 2013, which are incorporated by reference into this proxy statement/prospectus.

Risks relating to the Merger

Because the number of shares of Insight common stock will change if Insight stock options are exercised before closing and the market price of Parent common stock may fluctuate, you cannot be certain of the precise value of the per share merger consideration you may receive in the Merger.

At the time the Merger is completed, Insight shareholders will, in the aggregate, receive total merger consideration in the amount of \$33,415,000. Each issued and outstanding share of Insight common stock (other than shares owned by Insight, Parent, First Financial or any of their subsidiaries and shares of Insight common stock in respect of which appraisal rights have been properly exercised and perfected) will be converted into the right to receive consideration in the form of a combination of Parent common stock and cash, subject to certain adjustments. The number of shares of Insight common stock will change if Insight stock options are exercised before closing. In addition, the exchange ratio for the Parent common stock with respect to the stock component of the merger consideration, as calculated in accordance with the formula set forth in the Merger Agreement, may fluctuate depending on the market price of Parent common stock during a reference period prior to the closing.

There will be a time lapse between each of the date on which Insight common shareholders vote to approve the Merger and the Merger Agreement at the special meeting, the date on which the number of shares of Insight common stock at closing is determined, the date on which the exchange ratio with respect to the stock component of the merger consideration is determined, and the date on which Insight common shareholders entitled to receive shares of Parent common stock actually receive such shares. The number of shares of Insight common stock may change and the market value of Parent common stock may fluctuate during these periods. Consequently, at the time Insight

shareholders must decide whether to approve the Merger and the Merger Agreement, they will not know the precise or actual value of the merger consideration they will receive when the Merger is completed. In particular, the actual value of the shares of Parent common stock received by the Insight shareholders will depend on the market value of shares of Parent common stock on that date. This market value may be less than the value used to determine the exchange ratio, as that determination will be made with respect to a reference period occurring prior to the consummation of the Merger.

Because there is no public market for the Insight common stock, it is difficult to determine how the fair value of Insight common stock compares with the merger consideration.

The outstanding shares of Insight common stock are privately held and are not traded in any public market. This lack of a public market makes it difficult to determine the fair value of Insight. Because the merger consideration was determined based on negotiations between the parties, it may not be indicative of the fair value of the shares of Insight common stock.

The opinion that Insight has obtained from Keefe, Bruyette & Woods, Inc. has not been, and is not expected to be, updated to reflect any changes in circumstances that may have occurred since the signing of the Merger Agreement.

The opinion issued to Insight's board of directors by Keefe, Bruyette & Woods, Inc. ("KBW"), financial advisor to Insight, with respect to the fairness of the merger consideration to be received by Insight common shareholders, from a financial point of view, speaks only as of December 18, 2013. Changes in the operations and prospects of Parent or Insight, general market and economic conditions and other factors which may be beyond the control of Parent and Insight, and on which the opinion was based, may have altered the value of Parent or Insight or the sale prices of shares of Parent common stock as of the date of this proxy statement/prospectus, or may alter such values and sale prices by the time the Merger is completed. KBW does not have any obligation to update, revise or reaffirm its opinion to reflect subsequent developments and has not done so. Because Insight does not currently anticipate asking KBW to update its opinion, the opinion will not address the fairness of the merger consideration from a financial point of view at the time the Merger is completed. The Insight board of directors' recommendation that Insight common shareholders vote "FOR" approval of the Merger Agreement, however, is made as of the date of this proxy statement/prospectus. See "The Merger — Opinion of Insight's Financial Advisor" on page 28 and Appendix C to this proxy statement/prospectus.

First Financial may be unable to successfully integrate Insight's operations and may not realize the anticipated benefits of acquiring Insight.

Parent, First Financial, and Insight entered into the Merger Agreement with the expectation that First Financial would be able to successfully integrate Insight's operations and that the Merger would result in various benefits, including, among other things, enhanced revenues and revenue synergies, an expanded market reach and operating efficiencies. Achieving the anticipated benefits of the Merger is subject to a number of uncertainties, including whether First Financial is able to integrate and operate Insight in an efficient and effective manner, and general competitive factors in the market place. The process of integrating operations could cause an interruption of, or loss of momentum in, the activities of one or more of the surviving bank's businesses or the loss of key personnel. The diversion of management's attention and any delays or difficulties encountered in connection with the Merger and the integration of the two banks' operations could have an adverse effect on the business, financial condition, operating results, and prospects of the surviving bank after the Merger. Failure to achieve these anticipated benefits could result in increased costs, decreases in the amount of expected revenues, and diversion of management's time and energy, and could have an adverse effect on the surviving bank's business, financial condition, operating results and prospects.

Among the factors considered by the boards of directors of Parent, First Financial, and Insight in connection with their respective approvals of the Merger Agreement were the benefits that could result from the Merger. We cannot give any assurance that these benefits will be realized within the time periods contemplated or even that they will be realized at all.

Insight will be subject to business uncertainties while the Merger is pending, which could adversely affect its business.

Uncertainty about the effect of the Merger on employees and customers may have an adverse effect on Insight, and, consequently, the surviving bank. Although Insight intends to take steps to reduce any adverse effects, these uncertainties may impair Insight's ability to attract, retain, and motivate key personnel until the Merger is consummated and for a period of time thereafter, and could cause customers and others that deal with Insight to seek to change their existing business relationships with Insight. Employee retention at Insight may be particularly challenging during the pendency of the Merger, as employees may experience uncertainty about their roles with the surviving bank following the Merger.

Risks relating to the businesses of Parent and the surviving bank

Insight shareholders will not control Parent's future operations.

Currently, Insight shareholders own 100% of Insight and have the power to approve or reject any matters requiring shareholder approval under Ohio law and Insight's articles of incorporation and code of regulations. After the Merger, absent any adjustment made to the ratio of the stock component of the merger consideration, Insight shareholders are expected to become owners of less than 4% of the outstanding shares of Parent common stock. Even if all former Insight common shareholders voted together on all matters presented to Parent's shareholders, from time to time, the former Insight common shareholders most likely would not have a significant impact on the approval or rejection of future Parent proposals submitted to a shareholder vote.

SPECIAL NOTES CONCERNING FORWARD-LOOKING STATEMENTS

This document contains, and the documents into which it may be incorporated by reference may contain, forward-looking statements within the meaning of federal securities laws. Examples of forward-looking statements include, but are not limited to, projections of revenues, income or loss, earnings or loss per share, the payment or non-payment of dividends, capital structure and other financial items, statements of plans and objectives of First Financial or its management or board of directors and statements of future economic performances and statements of assumptions underlying such statements. Words such as “believes,” “anticipates,” “likely,” “expected,” “intends,” and other similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. Forward-looking statements and information are not historical facts, are premised on many factors and assumptions, and represent only management’s expectations, estimates and projections regarding future events. Similarly, these statements are not guarantees of future performance and involve certain risks and uncertainties that are difficult to predict, which may include, but are not limited to, those listed below and the Risk Factors discussed under Item 1A of Parent’s 2013 Annual Report on Form 10-K and in any of Parent’s subsequent SEC filings. Parent intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and is including this statement for purposes of invoking these safe harbor provisions. Management’s analysis contains forward-looking statements that are provided to assist in the understanding of anticipated future financial performance. However, such performance involves risks and uncertainties that may cause actual results to differ materially. Factors that could cause actual results to differ from those discussed in the forward-looking statements include, but are not limited to:

management's ability to effectively execute its business plan;

the risk that the strength of the United States economy in general and the strength of the local economies in which we conduct operations may continue to deteriorate resulting in, among other things, a further deterioration in credit quality or a reduced demand for credit, including the resultant effect on our loan portfolio, allowance for loan and lease losses and overall financial performance;

U.S. fiscal debt and budget matters;

the ability of financial institutions to access sources of liquidity at a reasonable cost;

the impact of recent upheaval in the financial markets and the effectiveness of domestic and international governmental actions taken in response, and the effect of such governmental actions on us, our competitors and counterparties, financial markets generally and availability of credit specifically, and the U.S. and international economies, including potentially higher FDIC premiums arising from increased payments from FDIC insurance funds as a result of depository institution failures;

the effect of and changes in policies and laws or regulatory agencies (notably the recently enacted Dodd-Frank Wall Street Reform and Consumer Protection Act and the new capital rules promulgated by federal banking regulators);

the effect of the current low interest rate environment or changes in interest rates on our net interest margin and our loan originations and securities holdings;

our ability to keep up with technological changes;

failure or breach of our operational or security systems or infrastructure, or those of our third-party vendors or other service providers;

- 18 -

our ability to comply with the terms of loss sharing agreements with the FDIC;

the expiration of loss sharing agreements with the FDIC;

mergers and acquisitions (including the acquisition of Insight pursuant to the Merger Agreement), including costs or difficulties related to the integration of acquired companies and the wind-down of non-strategic operations that may be greater than expected;

the risk that exploring merger and acquisition opportunities may detract from management's time and ability to successfully manage our business;

expected cost savings in connection with the consolidation of recent acquisitions may not be fully realized or realized within the expected time frames, and deposit attrition, customer loss, and revenue loss following completed acquisitions may be greater than expected;

our ability to increase market share and control expenses;

the effect of changes in accounting policies and practices, as may be adopted by the regulatory agencies as well as the Financial Accounting Standards Board and the SEC;

adverse changes in the creditworthiness of our borrowers and lessees, collateral values, the value of investment securities, and asset recovery values, including the value of the FDIC indemnification asset and related assets covered by FDIC loss sharing agreements;

adverse changes in the securities, debt and/or derivatives markets;

our success in recruiting and retaining the necessary personnel to support business growth and expansion and maintain sufficient expertise to support increasingly complex products and services;

monetary and fiscal policies of the Board of Governors of the Federal Reserve System (Federal Reserve) and the U.S. government and other governmental initiatives affecting the financial services industry;

unpredictable natural or other disasters could have an adverse effect on us in that such events could materially disrupt our operations or our vendors' operations or willingness of our customers to access the financial services we offer;

our ability to manage loan delinquency and charge-off rates and changes in estimation of the adequacy of the allowance for loan and lease losses; and

- the costs and effects of litigation and of unexpected or adverse outcomes in such litigation.

Therefore, there can be no assurances that future actual results will correspond to these forward-looking statements. The reader is cautioned not to place undue reliance on any forward-looking statement made by Parent. Forward-looking statements speak only as of the date they are made, and Parent undertakes no obligation to update any forward-looking statement to reflect the impact of circumstances or events that arise after the date the forward-looking statement was made. Persons are advised, however, to consult further disclosures management makes on related subjects in its reports filed with the SEC and in its press releases.

INFORMATION ABOUT THE SPECIAL MEETING OF Insight SHAREHOLDERS

Insight's board of directors is using this proxy statement/prospectus to solicit proxies from the holders of Insight common stock for use at the special meeting of Insight common shareholders.

Date, time and place of the special meeting

The special meeting will be held at the offices of Insight, located at 150 W. Wilson Bridge Road, Worthington, Ohio 43085 on _____, 2014 at _____, local time.

Purpose of the special meeting

At the special meeting, Insight's board of directors will ask you to vote upon the following:

- a proposal to adopt the Merger Agreement and thereby approve the Merger;

- a proposal to approve an adjournment of the special meeting to permit further solicitation in the event that there are not sufficient votes FOR adoption, for any reason, of the Merger Agreement and the transactions it contemplates at the time of the special meeting; and

- any other business that properly comes before the special meeting and any adjournment or postponement thereof.

Record date and voting rights for the special meeting

Insight has set the close of business on _____, 2014, as the record date for determining the holders of its common stock entitled to notice of and to vote at the special meeting. Only Insight shareholders at the close of business on the record date are entitled to notice of and to vote at the special meeting. As of the record date, there were _____ shares of Insight common stock outstanding and entitled to vote at the special meeting.

Quorum

The presence in person or by proxy of at least a majority of Insight common shares issued and outstanding and entitled to vote at the special meeting is required for a quorum to be present at the special meeting. Abstentions and broker non-votes will count toward the establishment of a quorum.

Vote required

Under the federal law applicable to mergers of state banks into national banks, the Merger Agreement must be ratified and confirmed by the affirmative vote of Insight shareholders owning at least two-thirds of its capital stock outstanding. Approval of the proposal to adjourn the special meeting, if necessary or appropriate to solicit additional proxies, requires the affirmative vote of a majority of the shares of Insight common stock having voting power present in person or by proxy, whether or not there is a quorum.

The failure of an Insight common shareholder to vote or to instruct his or her broker, bank or nominee to vote if his or her shares are held in “street name”, which we refer to as a broker non-vote, will have the same effect as voting against the proposals to adopt the Merger Agreement and the meeting adjournment proposal. For purposes of the shareholder vote, an abstention, which occurs when a shareholder attends a meeting, either in person or by proxy, but abstains from voting, will have the same effect as voting against the proposals to adopt the Merger Agreement and to adjourn the special meeting.

Shares held by Insight directors; voting agreements

Certain Insight directors who own shares of Insight common stock and certain other shareholders of Insight, whose aggregate ownership represents approximately 9.5% of the outstanding shares of Insight common stock as of December 19, 2013, have committed to vote their shares in favor of the Merger. Parent does not own any shares of Insight common stock. See “The Merger—Voting agreement” on page 45 for a description of the provisions of the voting agreement.

How to vote

You may vote in person at the special meeting or by proxy. To ensure your representation at the special meeting, we recommend you vote by proxy even if you plan to attend the special meeting. You can change your vote at the special meeting if you so desire.

Voting instructions are included on your proxy form, which should be returned in the enclosed, postage-prepaid envelope. If you properly complete and timely submit your proxy, your shares will be voted as you have directed. You may vote for, against, or abstain with respect to the approval of the Merger and the other proposals. If you are the record holder of your shares and submit your proxy without specifying a voting instruction, your shares will be voted as Insight’s board of directors recommends and will be voted “FOR” adoption of the Merger Agreement and “FOR” the adjournment of the special meeting to permit further solicitation in the event that an insufficient number of shares are present in person or by proxy to adopt the Merger Agreement and the transactions it contemplates.

Revocability of proxies

You may revoke your proxy at any time before it is voted by:

- filing with Insight’s secretary a duly executed revocation of proxy;
- submitting a new proxy with a later date; or
- voting in person at the special meeting.

Attendance at the special meeting will not, in and of itself, constitute a revocation of a proxy. All written notices of revocation and other communication with respect to the revocation of proxies should be addressed to: Insight Bank, 150 W. Wilson Bridge Road, Worthington, Ohio 43085, Attention: Harvey Glick, President and Chief Executive Officer.

Proxy solicitation

In addition to this mailing, proxies may be solicited by directors, officers or employees of Insight in person or by telephone or electronic transmission. None of such directors, officers or employees will be directly compensated for such services. Insight will pay the costs associated with the solicitation of proxies for the special meeting.

Other business; adjournments

Insight is not currently aware of any other business to be acted upon at the Insight special meeting. If, however, other matters are properly brought before the special meeting, or any adjournment or postponement thereof, your proxy includes discretionary authority on the part of the individuals appointed to vote your shares to act on those matters according to their best judgment.

Adjournments may be made for the purpose of, among other things, soliciting additional proxies. Any adjournment may be made from time to time by the affirmative vote of a majority of the shares of Insight common stock having voting power present in person or by proxy, whether or not there is a quorum, without further notice other than by announcement at the special meeting.

THE MERGER

This section of the proxy statement/prospectus describes the material aspects of the Merger. While Parent and Insight believe that the description covers the material terms of the Merger and the related transactions, this summary may not contain all of the information that is important to you. You should carefully read this entire proxy statement/prospectus, the attached Annexes, and the other documents to which this proxy statement/prospectus refers for a more complete understanding of the Merger. The Merger Agreement attached hereto as Annex A, not this summary, is the legal document which governs the Merger.

General

The Insight board of directors is using this proxy statement/prospectus to solicit proxies from the holders of Insight common stock for use at the Insight special meeting, at which Insight common shareholders will be asked to vote on the adoption of the Merger Agreement and thereby approve the Merger. When the Merger is consummated, Insight will merge with and into First Financial and will cease to exist. First Financial will survive the Merger and remain a wholly owned subsidiary of Parent. At the effective time of the Merger, holders of Insight common stock will exchange their shares for a combination of cash and shares of Parent common stock, subject to certain adjustments depending upon changes in the market price of Parent common stock. Each share of Insight common stock will be exchanged for the per share merger consideration, the stock component of which cannot be determined until the third business day prior to the effective time of the Merger. See “Description of the Merger Agreement—Consideration to be received in the Merger” on page 47 for a detailed description of the method for determining the per share merger consideration.

Only whole shares of Parent common stock will be issued in the Merger. As a result, cash will be paid instead of any fractional shares based on the Parent Share Average Closing Price of Parent common stock, which will be calculated by reference to the twenty trading days ending on the third business day prior to the effective time of the Merger. Shares of Insight common stock held by Insight shareholders who elect to exercise their appraisal rights will not be converted into merger consideration.

The companies

Parent

First Financial Bancorp., an Ohio corporation which was formed in 1982, is a mid-sized regional bank holding company headquartered in Cincinnati, Ohio. Parent engages in the business of commercial banking and other banking and banking-related activities through its wholly owned subsidiary, First Financial Bank, National Association (“First Financial”), which was founded in 1863.

As of December 31, 2013, Parent had total assets of approximately \$6.4 billion, total loans of approximately \$4.0 billion, total deposits of approximately \$4.8 billion, and total shareholders’ equity of approximately \$682.2 million.

Parent common stock is traded on NASDAQ under the ticker symbol “FFBC.”

Financial and other information relating to Parent, including information relating to Parent’s current directors and executive officers, is set forth in Parent’s 2013 Annual Report on Form 10-K and Parent’s Current Reports on Form 8-K filed during 2014 (other than information in such documents that are deemed not to have been filed), which are incorporated by reference into this proxy statement/prospectus. Copies of these documents may be obtained from Parent as indicated under “Where You Can Find More Information” on page 69. See “Incorporation of Certain Information by Reference” on page 69.

First Financial Bank, National Association

First Financial Bank, National Association, a national banking association, is a wholly owned subsidiary of Parent. First Financial is a commercial bank that operates primarily in Ohio, Indiana and Kentucky. The range of banking services provided by First Financial to individuals and businesses includes commercial lending, real estate lending, and consumer financing. Real estate loans are loans secured by a mortgage lien on the real property of the borrower, which may either be residential property (one to four family residential housing units) or commercial property (owner-occupied and/or investor income producing real estate, such as apartments, shopping centers, and office buildings). In addition, First Financial offers deposit products that include interest-bearing and noninterest-bearing accounts, time deposits, and cash management services for commercial customers. A full range of trust and wealth management services is also provided through First Financial's Wealth Management division. As of December 31, 2013, First Financial had 110 banking centers and 137 ATMs.

Insight Bank

Insight Bank ("Insight") is an Ohio state-chartered bank founded in 2006. Insight provides banking and financial services to individuals and commercial customers in Franklin and Delaware Counties and their surrounding areas in central Ohio. Insight has one full-service banking location in Worthington, Ohio, and a mortgage origination office in Newark, Ohio. As of December 31, 2013, Insight had total assets of \$213.6 million, total loans of \$181.5 million, total deposits of \$176.7 million and total shareholders' equity of approximately \$24.5 million.

Insight's proposals

At the Insight special meeting, holders of shares of Insight common stock will be asked to vote on the adoption of the Merger Agreement and thereby approve the Merger. **The Merger will not be completed unless Insight shareholders adopt the Merger Agreement and thereby approve the Merger.**

Background of the Merger

Management of Insight has from time to time explored and assessed, and has discussed with Insight's board of directors, various strategic options potentially available to Insight. These strategic discussions have focused on, among other things, the business environment facing financial institutions in general and Insight in particular, as well as conditions and ongoing consolidation in the financial services industry and ways in which to enhance Insight's competitive position, including through the possible acquisition of another financial institution.

Since completing its second capital raise of \$3,990,000 in 2010, Insight has embarked on a process to deploy the capital successfully through strategic growth and dividends.

In December 2010, the Small Business Lending Fund (“SBLF”) was introduced by the U.S. Treasury. The SBLF program allowed Insight to issue Insight Series A Preferred Stock to the U.S. Treasury, adding \$4,250,000 in capital in July 2011. The plan of the board and management was to replace this capital no later than the first quarter of 2016. Insight’s present intention is to redeem Insight Series A Preferred Stock prior to the date of the special meeting of Insight shareholders on the Merger. The parties of the Merger presently intend for First Financial to fund the redemption. Insight and First Financial anticipate entering into a reimbursement agreement pursuant to which Insight will be obligated to reimburse First Financial for such redemption funds if the Merger Agreement is terminated. Insight will pay First Financial a market rate of interest on funds used to redeem Insight Series A Preferred Stock if the Merger Agreement is terminated. Insight believes it would continue to be well-capitalized in the event it reimbursed First Financial for the funds used to redeem Insight Series A Preferred Stock.

As the sluggish economy continued into 2012, and faced with the prospect of increasing costs in order to comply with regulatory reform, Insight’s board of directors considered the outlook for long-term organic growth and acquisition strategies for Insight. In August 2012, in anticipation of raising additional capital to fund future growth opportunities, Harvey Glick, Insight’s President and Chief Executive Officer, contacted the investment banking firm of KBW to secure advice with regard to potential pricing of a capital issue by Insight. On August 29, 2012, Mr. Glick and Peter Geier, Chairman of the Board of Insight, met with a representative of KBW and reviewed a peer valuation of Insight as prepared by KBW as well as merger and acquisition activity in the marketplace. The KBW representative also indicated that certain institutions may be interested in the Columbus, Ohio, market, and suggested that Messrs. Geier and Glick consider meeting with them.

From August 2012 to November 2012, meetings were held with various parties that had expressed an interest in a potential strategic combination with Insight.

KBW and Insight continued discussions regarding strategic alternatives into 2013, and met various times from February through March of 2013. In March 2013, KBW had discussions with various other financial institutions with an interest in entering the Columbus, Ohio market, including through a possible combination with Insight, and in August 2013, KBW received an unsolicited indication of interest from a party that had previously expressed an interest in Insight in the range of \$13.00 per share, which was rejected.

Later that month, KBW met with Insight to discuss the potential value of Insight to prospective acquirers and to identify potential strategic partners for Insight. Those conversations continued into September 2013.

On September 24, 2013, Messrs. Glick and Geier met with Messrs. Claude Davis and Anthony Stollings, President and Chief Executive Officer and Chief Financial Officer, respectively, of First Financial, as well as other representatives of First Financial and of KBW, and discussed their respective institutions and future plans, including First Financial's interest in a banking presence in the Columbus, Ohio market. Over the next several weeks it became clear through a number of conversations that First Financial was interested in further discussions with Insight, and Messrs. Geier and Glick discussed the interest of First Financial with the Executive Committee of Insight's board of directors, composed of Messrs. Peter Geier, Harvey Glick, Donald Kenney, Sr., Donald Shackelford and Randy Wilcox. The Executive Committee authorized and directed Messrs. Geier and Glick to proceed with informal discussions with First Financial, and to enter into a confidentiality agreement with First Financial in order for the parties to share information of interest.

On October 10, 2013, First Financial and Insight entered into a confidentiality agreement and began the process of sharing information. On October 30, 2013, Messrs. Kenney and Wilcox met with Messrs. Davis and Stollings together with a representative of KBW, and later certain other members of the Executive Committee of Insight's board of directors joined the meeting. First Financial expressed a strong interest in a strategic combination with Insight, and the parties decided to explore matters further.

In October and November, First Financial and Parent performed preliminary due diligence to determine the terms it would offer in its non-binding indication of interest to Insight.

On November 7, 2013, the Executive Committee of Insight's board of directors met again with Messrs. Davis and Stollings as well as a representative of KBW and outlined the terms of a potential transaction. Also discussed was a potential non-binding indication of interest to permit the parties to proceed with further conversations to narrow the terms of a proposed combination. The Executive Committee met on November 11, 2013 and on November 12, 2013,

to discuss a response to the indication of interest by First Financial. Various drafts of an indication of interest were exchanged between Insight and First Financial during the period ending November 21, 2013, at which time the full board of directors of Insight was presented with detailed information concerning the proposal. The board of directors of Insight then authorized management of Insight to pursue and to negotiate a further non-binding indication of interest with First Financial.

In November 2013, First Financial and Insight continued negotiations and increased the price range of a potential transaction from approximately \$19.50 to \$20.50 per common share. On November 18, 2013, KBW contacted various potential acquirers to perform a limited “market check” on a confidential basis to ascertain any interest in a possible transaction with Insight.

At a meeting of the full board of directors of Insight held on November 21, 2013, Messrs. Geier and Glick and a representative from KBW reviewed the activities of KBW with Insight since 2012, including a recent “market check” and its results. At that meeting, KBW advised the board that a market check of other potential acquirers indicated that there was not an interest in a potential combination with Insight by other likely potential acquirers, and that the proposal by First Financial would provide a very attractive opportunity for Insight shareholders. Upon the recommendations of management of Insight and KBW, the board of directors unanimously authorized management to execute and deliver a nonbinding indication of interest as presented to the meeting, and further authorized the Executive Committee to pursue further negotiations with First Financial toward a potential definitive agreement.

From December 5, 2013 through December 18, 2013, Insight's management, KBW and Insight's legal counsel, Vorys, Sater, Seymour and Pease LLP, conducted due diligence of Parent and First Financial, including both external and on-site due diligence. First Financial and Parent conducted further due diligence on Insight in November and December 2013. The parties concurrently worked to finalize the drafting of the definitive merger agreement in December 2013.

Negotiations continued between management of Insight and First Financial and legal counsel for the respective organizations, and a proposed definitive agreement was presented to the full board of directors of Insight at a meeting held on December 18, 2013. Legal counsel for Insight as well as representatives of KBW attended that meeting, and KBW indicated that it was prepared to provide a fairness opinion with regard to the agreement as proposed. During the meeting, legal counsel for Insight discussed the board's fiduciary obligations in considering the proposal both with the whole board and in executive session, and KBW provided a comprehensive review of the performance of Parent stock as well as pro forma projections and anticipated values and expense reductions as a result of the proposed transaction. KBW further provided a detailed review of the consideration formula for the transaction and the impact of the cuffs and collars provided by the formula. KBW also reviewed other recently completed transactions of similar size and consideration of other potential acquirers of Insight. Management of Insight as well as KBW and Insight's legal counsel also reviewed the results of due diligence performed on First Financial and Parent to date and responded to questions with regard to various terms of the proposed agreement, including those related to the price as well as the termination fee in the event that the agreement was terminated by Insight as the result of a subsequent offer.

The board of directors of Insight authorized management to proceed with execution and delivery of the Merger Agreement. The board of directors also agreed to recommend to the shareholders of Insight that they approve and adopt the Merger Agreement at a meeting to be held at a time to be determined.

Recommendation of Insight's board of directors and its reasons for the Merger

In reaching its decision to adopt and approve the Merger Agreement and recommend that Insight shareholders approve the Merger Agreement, Insight's board of directors consulted with Insight's management, as well as its legal and financial advisors, and considered a number of factors, including:

- its knowledge of Insight's business, operations, financial condition, asset quality, earnings and prospects, and of First Financial and Parent's business, operations, financial condition, asset quality, earnings and prospects, taking into account the presentations made by the officers of First Financial and Parent, the results of Insight's due diligence review of First Financial and Parent, and information provided by Insight's financial advisor;

- its knowledge of the current environment in the financial services industry, including national, regional and local economic conditions and the interest rate environment, continued consolidation, increased operating costs resulting

from regulatory initiatives and compliance mandates, increasing competition, the current environment for community banks and current financial market conditions and the likely effects of these factors on the companies' potential growth, development, productivity and strategic options;

its belief that combining the companies would create a larger and more diversified financial institution that is both better equipped to respond to economic and industry developments and better positioned to develop and build on its strong market share in Ohio;

the complementary aspects of Insight's and First Financial's businesses, including customer focus, geographic coverage and business orientation;

the potential expense-saving and revenue-enhancing opportunities in connection with the Merger, the related potential impact on the surviving bank's earnings and the fact that the nature of the merger consideration would give former Insight shareholders the opportunity to participate as Parent shareholders in the benefits of such savings opportunities and the future performance of the surviving bank;

- 25 -

its assessment of the likelihood that the Merger would be completed in a timely manner and that the management team of the surviving bank would be able to successfully integrate and operate the businesses of the surviving bank after the Merger;

the financial analyses presented by KBW to Insight's board of directors, and the opinion dated as of December 18, 2013, delivered to Insight by KBW to the effect that, as of that date, and subject to and based on the qualifications and assumptions set forth in the opinion, the consideration to be received by the Insight shareholders in the Merger was fair, from a financial point of view, to such shareholders;

the financial terms of the Merger, including the fact that, based on Parent common stock's average closing price of \$16.31 per share over the 20 consecutive trading day period ending on December 16, 2013 (the third business day prior to the execution of the Merger Agreement), the per share merger consideration represented a multiple to normalized tangible book value per share of 166%, a multiple to Insight's trailing 12 months earnings per share of 19.05 times, and a premium to core deposits of 20.1%;

the structure of the Merger and the terms of the Merger Agreement, including the no-solicitation and shareholder approval covenants, the termination fee provisions, and the ability of Insight's board of directors, under certain circumstances, to withdraw or adversely modify its recommendation to Insight shareholders, and to terminate the Merger Agreement in order to enter into a definitive agreement with respect to a superior proposal (subject to payment of a termination fee plus an amount equal to First Financial's out-of-pocket expenses incurred in connection with the proposed Merger);

- the expectation that the Merger would qualify as a tax-free reorganization for U.S. federal income tax purposes;

the regulatory and other approvals required in connection with the Merger and the likelihood that such approvals would be received in a timely manner and without unacceptable conditions;

- the fact that the approval of Parent shareholders would not be required for the transaction; and

the belief that the Parent offer was the best offer that could be obtained at this time and was better than the stand-alone prospects for Insight.

The Insight board of directors also considered potential risks and a variety of potentially negative factors in connection with its deliberations concerning the Merger Agreement and the Merger, including the following material factors:

the potential risk of diverting management focus and resources from other strategic opportunities and from operational matters while working to implement the Merger;

the fact that the interests of some of the directors and officers of Insight may be different from those of Insight shareholders, and directors and officers of Insight may be participants in arrangements that are different from, or are in addition to, those of Insight shareholders;

the fact that the Merger Agreement provides that Insight may be required to pay a termination fee to First Financial plus an amount equal to First Financial's out-of-pocket expenses incurred in connection with the proposed Merger;

- the fact that the Merger Agreement prohibits Insight and its officers, directors, agents, advisors and affiliates from soliciting acquisition proposals or, subject to certain exceptions, engaging in negotiations concerning or providing nonpublic information to any person relating to an acquisition proposal;

- 26 -

the fact that there can be no assurance that all conditions to the parties' obligations to complete the Merger will be satisfied, including the risk that certain requisite regulatory approvals might not be obtained, and, as a result, the Merger may not be consummated, or that governmental entities may impose conditions on the granting of such approvals that could have the effect of delaying completion of the Merger or imposing additional costs or limiting the revenues of the surviving bank following the Merger;

the risk that the anticipated benefits of the Merger may not be realized or may take longer than expected to be realized;

the restrictions on the conduct of Insight's business prior to the completion of the Merger, which, subject to specific exceptions, could delay or prevent Insight from undertaking business opportunities that may arise or from taking other actions it would otherwise take with respect to the operations of Insight absent the pending completion of the Merger; and

the possible effects of the pendency or consummation of the transaction contemplated by the Merger Agreement, including any suit, action or proceeding initiated in respect of the Merger.

The foregoing discussion of the factors considered by Insight's board of directors is not intended to be exhaustive, but, rather, includes the material factors considered by Insight's board of directors. In reaching its decision to adopt and approve the Merger Agreement, and the other transactions contemplated by the Merger Agreement, Insight's board of directors did not quantify or assign any relative weights to the factors considered, and individual directors may have given different weights to different factors. The Insight board of directors considered all these factors as a whole, including discussions with, and questioning of, Insight management and Insight's financial and legal advisors, and overall considered the factors to be favorable to, and to support, its determination. The Insight board of directors also relied on the experience of KBW, its financial advisor, for analyses of the financial terms of the Merger and for its opinion as to the fairness from a financial point of view of the consideration in the Merger to Insight common shareholders.

For the reasons set forth above, Insight's board of directors unanimously determined that the Merger, the Merger Agreement and the transactions contemplated by the Merger Agreement are advisable and in the best interests of Insight and its shareholders, and unanimously approved and adopted the Merger Agreement. The Insight board of directors unanimously recommends that the Insight shareholders vote "FOR" the approval of the Merger Agreement.

Insight's board of directors believes that the Merger is fair to, and in the best interests of, Insight and its shareholders. Insight's board of directors unanimously approved the Merger Agreement and recommends that shareholders vote "FOR" adoption of the Merger Agreement.

Certain directors and officers of Insight have interests in the Merger different from or in addition to their interests as shareholders generally. You may wish to consider these interests in evaluating Insight's board of directors' recommendation that you vote in favor of the Merger. See "The Merger—Interests of certain persons in the Merger" on page 41. Certain Insight directors who own shares of Insight common stock have agreed to vote their shares in favor of the Merger at the special meeting.

Parent's reasons for the Merger

Parent's board of directors believes that the Merger is in the best interests of Parent and its shareholders. In deciding to approve the Merger, Parent's board of directors considered a number of factors, including:

- management's view that the acquisition of Insight by First Financial provides a strong entrance to the attractive Columbus, Ohio market;

- Insight's successful and profitable operations with values and a client-focused approach similar to First Financial's, as well as strong asset generation capabilities with a platform for deposit growth;

efficiencies to come from integrating Insight's operations into First Financial's existing operations, including the potential to leverage First Financial's brand, product set and capabilities to accelerate growth;

Insight's straight-forward community bank operations, solid asset quality profiles and credit discipline, strong management team and scale of operations, which, together with continued director participation, would result in low operational risk after the completion of the Merger;

Parent management's review of Insight's business, operations, earnings and financial condition, including its management, capital levels and asset quality;

a review of the demographic, economic and financial characteristics of the markets in which Insight operates, including existing and potential competition and history of the market areas with respect to financial institutions; and

the likelihood that the Merger will be approved by the relevant bank regulatory authorities without undue burden and in a timely manner.

The above discussion of the information and factors considered by Parent's board of directors is not intended to be exhaustive, but includes a description of all material factors considered by Parent's board. In view of the wide variety of factors considered by Parent's board of directors in connection with its evaluation of the Merger, Parent's board did not consider it practical to, nor did it attempt to, quantify, rank or otherwise assign relative weights to the specific factors that it considered. In considering the factors described above, individual directors may have given differing weights to different factors. Parent's board of directors collectively made its determination with respect to the Merger based on the conclusion reached by its members, based on the factors that each of them considered appropriate, that the Merger is in the best interests of Parent's shareholders.

Opinion of Insight's Financial Advisor

Insight engaged Keefe, Bruyette & Woods, Inc. ("KBW") to render an opinion to Insight's board of directors as to the fairness, from a financial point of view, to the shareholders of Insight of the merger consideration in the proposed Merger of Insight with and into First Financial, a wholly owned subsidiary of Parent. Insight selected KBW because KBW is a nationally recognized investment banking firm with substantial experience in transactions similar to the Merger and is familiar with Insight and its business. As part of its investment banking business, KBW is continually engaged in the valuation of financial businesses and their securities in connection with mergers and acquisitions.

As part of its engagement, representatives of KBW attended the meeting of Insight's board of directors held on December 18, 2013, at which Insight's board of directors evaluated the proposed Merger. At this meeting, KBW reviewed the financial aspects of the proposed Merger and rendered an opinion to the effect that, as of such date and

subject to the procedures followed, assumptions made, matters considered, and qualifications and limitations on the review undertaken by KBW set forth in such opinion, the merger consideration in the proposed Merger was fair, from a financial point of view, to the shareholders of Insight. For purposes of KBW's opinion and with the consent of Insight's board of directors, the merger consideration was assumed to be equal to \$20.50 per share of Insight common stock. The Insight board of directors unanimously approved the Merger Agreement at this meeting.

The description of the opinion set forth herein is qualified in its entirety by reference to the full text of the opinion, which is attached as Annex C to this document and is incorporated herein by reference, and describes the procedures followed, assumptions made, matters considered, and qualifications and limitations on the review undertaken by KBW in preparing the opinion.

- 28 -

KBW's opinion speaks only as of the date of the opinion. The opinion was for the information of, and was directed to, Insight's board of directors (in its capacity as such) in connection with its consideration of the financial terms of the Merger. The opinion addressed only the fairness, from a financial point of view, of the merger consideration in the Merger to the shareholders of Insight. It did not address the underlying business decision to proceed with the Merger or constitute a recommendation to Insight's board of directors in connection with the Merger, and it does not constitute a recommendation to any Insight shareholder as to how such shareholder should vote at the Insight special meeting on the Merger or on any related matter.

KBW's opinion was reviewed and approved by KBW's Fairness Opinion Committee in conformity with its policies and procedures established under the requirements of Rule 5150 of the Financial Industry Regulatory Authority.

In rendering its opinion, KBW reviewed, among other things:

- a draft, dated December 17, 2013, of the Merger Agreement (the most recent draft made available to KBW);
- the quarterly call reports for the last three years ended September 30, 2013 for both Insight and Parent;
- the audited financial statements and annual reports for the three years ended December 31, 2012 of Insight and Parent;
- the 2013 quarterly reports on Form 10-Q for the quarters ended March 31, June 30, and September 30 of Parent;
- certain other interim reports to shareholders and other communications from Insight and Parent to their respective shareholders; and
- other financial information concerning the businesses and operations of Insight, First Financial and Parent furnished to KBW by Insight and Parent.

KBW's consideration of financial information and other factors that it deemed appropriate under the circumstances or relevant to its analyses included, among others, the following:

- the historical and current financial position and results of operations of Insight and Parent;

the assets and liabilities of Insight and Parent;

the nature and terms of certain other merger transactions and business combinations in the banking industry;

a comparison of certain financial information for Insight and financial and stock market information for Parent with similar information for certain other publicly traded companies;

financial and operating forecasts and projections of Insight that were prepared and provided by Insight management; and

publicly available consensus “street estimates” of Parent and estimates regarding certain pro forma financial effects of the Merger on First Financial and Parent that were prepared and provided by management of Parent and discussed with KBW.

KBW also performed such other studies and analyses as it considered appropriate and took into account its assessment of general economic, market and financial conditions and its experience in other transactions, as well as its experience in securities valuation and knowledge of the banking industry generally. KBW also held discussions with senior management of Insight and Parent regarding the past and current business operations, regulatory relations, financial condition and future prospects of their respective companies and such other matters that KBW deemed relevant to its inquiry.

In conducting its review and arriving at its opinion, KBW relied upon and assumed the accuracy and completeness of all of the financial and other information provided to it or publicly available and it did not independently verify the accuracy or completeness of any such information or assume any responsibility or liability for such verification, accuracy or completeness. KBW relied upon the management of Insight as to the reasonableness and achievability of the financial and operating forecasts and projections of Insight (and the assumptions and bases therefor) that were prepared and provided by such management, and KBW assumed, at the direction of Insight, that such forecasts and projections were reasonably prepared on a basis reflecting the best currently available estimates and judgments of such management and that such forecasts and projections will be realized in the amounts and in the time periods currently estimated by such management. KBW further relied upon management of Parent as to the reasonableness and achievability of the estimates regarding certain pro forma financial effects of the Merger on Parent prepared and provided by management of Parent (and the assumptions and bases therefor), and KBW assumed that such estimates were reasonably prepared on a basis reflecting the best currently available estimates and judgments of such management and that such estimates will be realized in the amounts and in the time periods currently estimated by such management.

It is understood that such forecasts, projections and estimates provided to KBW by the respective managements of Insight and Parent, as the case may be, were not prepared with the expectation of public disclosure, that all such projected financial information is based on numerous variables and assumptions that are inherently uncertain, including, without limitation, factors related to general economic and competitive conditions and that, accordingly, actual results could vary significantly from those set forth in such forecasts, projections and estimates. KBW assumed, based on discussions with the respective managements of Insight and Parent, that such forecasts, projections and estimates, as well as publicly available consensus “street estimates” of Parent referred to above, provided a reasonable basis upon which KBW could form its opinion, and KBW expressed no view as to any such information or the assumptions or bases therefor. The forecasts, projections and estimates of Parent did not reflect First Financial’s pending acquisition of The First Bexley Bank (“First Bexley”) that was publicly announced on December 18, 2013, and based on discussions with management of Parent and with the consent of Insight’s board of directors, KBW assumed that such acquisition, if consummated, would not have an impact on such forecasts, projections and estimates of Parent in any respect that would be material to KBW’s analyses or opinion. KBW relied on the foregoing information without independent verification or analysis and therefore did not in any respect assume any responsibility or liability for the accuracy or completeness thereof. KBW further assumed, with the consent of Insight’s board of directors, that the actual value of the consideration to be received by the holders of Insight common stock in the Merger will not differ from that assumed by KBW in any respect that would be material to KBW’s analyses or opinion.

KBW assumed that there were no material changes in the assets, liabilities, financial condition, results of operations, business or prospects of either Insight or Parent since the date of the last financial statements of each such entity that were made available to KBW. KBW is not an expert in the independent verification of the adequacy of allowances for loan and lease losses and it assumed, without independent verification and with Insight’s consent, that the aggregate allowances for loan and lease losses for Insight and Parent were adequate to cover such losses. In rendering its opinion, KBW did not make or obtain any evaluations or appraisals or physical inspection of the property, assets or liabilities (contingent or otherwise) of Insight or Parent, the collateral securing any of such assets or liabilities, or the collectability of any such assets, nor did KBW examine any individual loan or credit files, nor did it evaluate the solvency, financial capability or fair value of Insight or Parent under any state or federal laws, including those relating to bankruptcy, insolvency or other matters. Estimates of values of companies and assets do not purport to be appraisals or necessarily reflect the prices at which companies or assets may actually be sold. Because such estimates

are inherently subject to uncertainty, KBW assumed no responsibility or liability for their accuracy.

For purposes of rendering its opinion, KBW assumed that, in all respects material to its analysis:

the Merger and related transactions described in or contemplated by the Merger Agreement would be completed substantially in accordance with the terms set forth in the Merger Agreement (the final terms of which will not differ in any respect material to KBW's analyses from the draft reviewed) with no additional payments or adjustments to the merger consideration;

- 30 -

the representations and warranties of each party in the Merger Agreement and in all related documents and instruments referred to in the Merger Agreement are true and correct;

each party to the Merger Agreement and all related documents would perform all of the covenants and agreements required to be performed by such party under such documents;

there are no factors that would delay or subject to any adverse conditions, any necessary regulatory or governmental approval for the Merger and that all conditions to the completion of the Merger would be satisfied without any waivers or modifications to the Merger Agreement; and

in the course of obtaining the necessary regulatory, contractual, or other consents or approvals for the Merger, no restrictions, including any divestiture requirements, termination or other payments or amendments or modifications, would be imposed that would have a material adverse effect on the future results of operations or financial condition of the combined entity or the contemplated benefits of the Merger.

KBW further assumed that the Merger would be consummated in a manner that complies with the applicable provisions of the Securities Act of 1933, as amended, the Securities Exchange Act of 1934, as amended, and all other applicable federal and state statutes, rules and regulations. KBW further assumed that Insight relied upon the advice of its counsel, independent accountants and other advisors (other than KBW) as to all legal, financial reporting, tax, accounting and regulatory matters with respect to Insight, First Financial, Parent, the Merger or any other transaction (including a contemplated redemption of outstanding Insight preferred stock) and the Merger Agreement. KBW did not provide advice with respect to any such matters.

KBW's opinion addressed only the fairness, from a financial point of view, as of December 18, 2013, of the merger consideration in the Merger to the common shareholders of Insight. KBW expressed no view or opinion as to any terms or other aspects of the Merger or any related transaction, including without limitation, the form or structure of the Merger, any consequences of the Merger to Insight, its shareholders, creditors or otherwise, or any terms, aspects or implications of any other transaction or any voting, support, shareholder or other agreements, arrangements or understandings contemplated or entered into in connection with the Merger or otherwise. KBW expressed no view or opinion in any respect as to the pending acquisition of First Bexley or any terms, aspects, implications or direct or indirect consequences thereof or, alternatively, the failure to consummate such acquisition. KBW's opinion was necessarily based upon conditions as they existed and could be evaluated on the date of such opinion and the information made available to KBW through such date. It is understood that subsequent developments may affect the conclusion reached in KBW's opinion and that KBW does not have an obligation to update, revise or reaffirm its opinion. KBW's opinion did not address, and it expressed no view or opinion with respect to:

- the underlying business decision of Insight to engage in the Merger or enter into the Merger Agreement;

the relative merits of the Merger as compared to any strategic alternatives that are, have been or may be available to or contemplated by Insight or Insight's board of directors;

the fairness of the amount or nature of any compensation to any of Insight's officers, directors or employees, or any class of such persons, relative to any compensation to the holders of Insight common stock;

the effect of the Merger on, or the fairness of the consideration to be received by, holders of any class of securities of Insight other than the common stock, or any class of securities of any other party to any transaction contemplated by the Merger Agreement;

- 31 -

whether First Financial has sufficient cash, available lines of credit or other sources of funds to enable it to pay the aggregate cash consideration in the Merger to the holders of Insight common stock at the closing of the Merger;

the merits or implications of the redemption of Insight preferred stock (including the timing or amounts paid in respect thereof), or whether Insight has sufficient cash, available lines of credit or other sources of funds to fund such redemption;

the actual value of the Parent common stock to be issued in the Merger, or the prices, trading range or volume at which Parent common stock will trade following the public announcement or consummation of the Merger;

any advice or opinions provided by any other advisor to any of the parties to the Merger or any other transaction contemplated by the Merger Agreement; or

any legal, regulatory, accounting, tax or similar matters relating to Insight, First Financial, Parent, their respective shareholders, or relating to or arising out of or as a consequence of the Merger, including whether or not the Merger would qualify as a tax-free reorganization for U.S. federal income tax purposes.

In performing its analyses, KBW made numerous assumptions with respect to industry performance, general business, economic, market and financial conditions and other matters, which are beyond the control of KBW, Insight, First Financial and Parent. Any estimates contained in the analyses performed by KBW are not necessarily indicative of actual values or future results, which may be significantly more or less favorable than suggested by these analyses. Additionally, estimates of the value of businesses or securities do not purport to be appraisals or to reflect the prices at which such businesses or securities might actually be sold. Accordingly, these analyses and estimates are inherently subject to substantial uncertainty. In addition, the KBW opinion was among several factors taken into consideration by Insight's board of directors in making its determination to approve the Merger Agreement and the Merger. Consequently, the analyses described below should not be viewed as determinative of the decision of Insight's board of directors with respect to the fairness of the merger consideration. The type and amount of consideration payable in the Merger were determined through negotiation between Insight and First Financial and the decision to enter into the Merger Agreement was solely that of Insight's board of directors.

The following is a summary of the material financial analyses presented by KBW to Insight's board of directors on December 18, 2013, in connection with its fairness opinion. The summary is not a complete description of the financial analyses underlying the KBW opinion or the presentation made by KBW to Insight's board of directors, but summarizes the material analyses performed and presented in connection with such opinion. The preparation of a fairness opinion is a complex analytic process involving various determinations as to the most appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances. Therefore, a fairness opinion is not readily susceptible to partial analysis or summary description. In arriving at its opinion, KBW did not attribute any particular weight to any analysis or factor that it considered, but rather made qualitative judgments as to the significance and relevance of each analysis and factor. The financial analyses summarized below include information presented in tabular format. Accordingly, KBW believes that its analyses and the summary of its analyses must be considered as a whole and that selecting portions of its analyses and factors or focusing on the

information presented below in tabular format, without considering all analyses and factors or the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of the process underlying its analyses and opinion. The tables alone do not constitute a complete description of the financial analyses. For purposes of the financial analyses described below, KBW utilized an implied value of the merger consideration of \$20.50 per share of Insight common stock (consisting of (i) \$4.10 in cash and (ii) an ascribed value of \$16.40 to the shares of Parent common stock to be issued in the Merger for each share of Insight).

Selected Companies Analysis. Using publicly available information, KBW compared the financial performance and the financial condition of Insight to the following depository institutions that KBW considered comparable to Insight.

Companies included in Insight's selected companies analysis were

LCNB Corp.	Ohio Valley Banc Corp.
NB&T Financial Group, Inc.	SB Financial Group, Inc.
Cheviot Financial Corp.	United Bancshares, Inc.
United Bancorp, Inc.	Wayne Savings Bancshares, Inc.
Central Federal Corporation	

To perform this analysis, KBW used financial information as of or for the twelve months ended September 30, 2013. Certain financial data prepared by KBW, and as referenced in the tables presented below, may not correspond to the data presented in Insight's historical financial statements, as a result of the different periods, assumptions and methods used by KBW to compute the financial data presented.

KBW's analysis showed the following concerning Insight's financial performance:

	Insight		Selected Companies Minimum		Selected Companies Mean		Selected Companies Median		Selected Companies Maximum	
Branches	1		4		17		15		31	
Core Return on Average Assets ⁽¹⁾	0.92	%	(0.96	)%	0.50	%	0.57	%	1.02	%
Core Return on Average Equity ⁽¹⁾	7.44	%	(9.52	)%	5.00	%	5.41	%	10.29	%
Net Interest Margin ⁽²⁾	3.45	%	2.46	%	3.37	%	3.33	%	4.54	%
Fee Income / Revenue Ratio ⁽³⁾	24.38	%	12.01	%	22.12	%	20.88	%	42.56	%
Efficiency Ratio	68.04	%	63.06	%	79.36	%	74.32	%	127.67	%

(1) Core income excludes extraordinary items, gain/loss on sale of securities, and nonrecurring revenue/expenses

(2) Most recent quarter

(3) Excludes gain/loss on sale of securities

KBW's analysis showed the following concerning Insight's financial condition:

	Insight		Selected Companies Minimum		Selected Companies Mean		Selected Companies Median		Selected Companies Maximum	
Tangible Common Equity / Tangible Assets	10.05	%	6.18	%	9.56	%	9.23	%	14.16	%
Total Risk-Based Capital Ratio	16.83	%	13.20	%	16.70	%	15.50	%	25.50	%
Loans / Deposits	99.87	%	64.96	%	79.58	%	79.92	%	93.90	%

Edgar Filing: FIRST FINANCIAL BANCORP /OH/ - Form S-4

Loan Loss Reserve / Gross Loans	1.34	%	0.46	%	1.39	%	1.31	%	3.40	%
Nonperforming Assets / Loans + OREO	1.33	%	1.83	%	3.49	%	3.27	%	5.88	%
Nonperforming Assets / Total Assets	1.10	%	1.38	%	2.26	%	2.14	%	4.30	%
Net Charge-Offs ⁽¹⁾ / Average Loans	0.19	%	(0.07	)%	0.30	%	0.25	%	0.88	%

(1)

Most recent quarter annualized

KBW's analysis showed the following concerning Insight's market performance:

	Insight	Selected Companies Minimum		Selected Companies Mean		Selected Companies Median		Selected Companies Maximum	
Stock Price Performance: % One Year Price Change	-	4.0	%	19.6	%	17.8	%	47.8	%
Stock Price Performance: % One Year Total Return	-	4.0	%	23.0	%	22.4	%	49.8	%
Stock Price Performance: % YTD Price Change	-	(10.3	)%	19.1	%	17.6	%	49.3	%
Stock Price / Book Value per Share	-	0.72	x	0.96	x	0.94	x	1.47	x
Stock Price / Tangible Book Value per Share	-	0.83	x	1.07	x	1.04	x	1.78	x
Stock Price / LTM EPS	-	7.3	x	12.9	x	14.7	x	15.5	x
Dividend Yield ⁽¹⁾	-	0.00	%	3.05	%	3.44	%	6.15	%
Dividend Payout ⁽²⁾		0.00	%	52.79	%	44.44	%	144.00	%

(1) Represents most recent quarterly dividend annualized

(2) Represents most recent quarterly dividend annualized as a percentage of LTM EPS

Using publicly available information, KBW compared the financial performance and financial condition of Parent to the following depository institutions that KBW considered comparable to Parent. Companies included in Parent's selected companies analysis were:

FirstMerit Corporation	Associated Banc-Corp
Commerce Bancshares, Inc.	TCF Financial Corporation
Wintrust Financial Corporation	UMB Financial Corporation
PrivateBancorp, Inc.	Flagstar Bancorp, Inc.
Old National Bancorp	MB Financial, Inc.
Capitol Federal Financial, Inc.	First Midwest Bancorp, Inc.
Park National Corporation	Chemical Financial Corporation
Heartland Financial USA, Inc.	1st Source Corporation
First Merchants Corporation	Community Trust Bancorp, Inc.
Great Southern Bancorp, Inc.	First Busey Corporation
Republic Bancorp, Inc.	Enterprise Financial Services Corp
Lakeland Financial Corporation	First Financial Corporation
MainSource Financial Group, Inc.	

To perform this analysis, KBW used financial information as of or for the last twelve months ended September 30, 2013. Certain financial data prepared by KBW, and as referenced in the tables presented below, may not correspond to the data presented in Parent's historical financial statements, as a result of the different periods, assumptions and methods used by KBW to compute the financial data presented.

KBW's analysis showed the following concerning Parent's financial performance:

- 34 -

	Parent		Selected Companies Minimum		Selected Companies Mean		Selected Companies Median		Selected Companies Maximum	
Branches	111		19		124		92		431	
Core Return on Average Assets ⁽¹⁾	1.00	%	0.65	%	0.96	%	0.97	%	1.26	%
Core Return on Average Equity ⁽¹⁾	8.97	%	4.14	%	8.82	%	8.61	%	14.06	%
Net Interest Margin ⁽²⁾	3.98	%	1.62	%	3.59	%	3.65	%	4.75	%
Fee Income / Revenue Ratio ⁽³⁾	26.37	%	4.50	%	32.01	%	30.13	%	79.08	%
Efficiency Ratio	62.84	%	48.12	%	62.75	%	63.17	%	76.39	%

(1) Core income excludes extraordinary items, gain/loss on sale of securities, and nonrecurring revenue/expenses

(2) Most recent quarter

(3) Excludes gain/loss on sale of securities

KBW's analysis showed the following concerning Parent's financial condition:

	Parent		Selected Companies Minimum		Selected Companies Mean		Selected Companies Median		Selected Companies Maximum	
Tangible Common Equity / Tangible Assets	9.60	%	5.78	%	9.25	%	8.53	%	17.77	%
Total Risk-Based Capital Ratio	16.53	%	12.60	%	16.93	%	15.10	%	35.90	%
Loans / Deposits	83.52	%	49.90	%	85.74	%	84.99	%	129.41	%
Loan Loss Reserve / Gross Loans	1.74	%	0.16	%	1.57	%	1.62	%	2.91	%
Nonperforming Assets / Loans + OREO	2.49	%	0.52	%	2.73	%	2.34	%	8.29	%
Nonperforming Assets / Total Assets	1.38	%	0.21	%	1.81	%	1.50	%	5.43	%
Net Charge-Offs ⁽¹⁾ / Average Loans	0.35	%	(0.03)	)%	0.33	%	0.20	%	2.12	%

(1) Most recent quarter annualized

KBW's analysis showed the following concerning Parent's market performance:

	Parent		Selected Companies Minimum		Selected Companies Mean		Selected Companies Median		Selected Companies Maximum	
Stock Price Performance: % One Year Price Change	20.4	%	(5.4)	)%	37.0	%	35.4	%	89.9	%
Stock Price Performance: % One Year Total Return	27.1	%	(5.4)	)%	39.7	%	38.7	%	90.1	%
Stock Price Performance: % YTD Price Change	14.4	%	(8.7)	)%	32.5	%	30.6	%	83.2	%
Stock Price / Book Value per Share	1.39	x	0.88	x	1.41	x	1.35	x	2.02	x

Edgar Filing: FIRST FINANCIAL BANCORP /OH/ - Form S-4

Stock Price / Tangible Book Value per Share	1.63	x	0.90	x	1.71	x	1.75	x	2.69	x
Stock Price / LTM EPS	15.9	x	10.8	x	16.8	x	16.1	x	25.8	x
Stock Price / 2013 EPS	16.0	x	10.0	x	16.5	x	16.2	x	25.3	x
Stock Price / 2014 EPS	15.1	x	12.6	x	15.6	x	15.4	x	24.0	x
PEG Ratio ⁽¹⁾	2.27	%	0.25	%	5.10	%	3.18	%	24.71	%
Dividend Yield ⁽²⁾	3.59	%	0.00	%	1.97	%	2.04	%	4.54	%
Dividend Payout ⁽³⁾	57.14	%	0.00	%	32.84	%	31.48	%	76.27	%

(1) PEG ratio equal to 2014 P/E ratio as a percentage of 2013 to 2014 EPS growth multiplied by 100

(2) Represents most recent quarterly dividend annualized

(3) Represents most recent quarterly dividend annualized as a percentage of LTM EPS

- 35 -

Selected Transaction Analysis. KBW reviewed publicly available information for acquisitions of Midwest banks and thrifts announced since January 1, 2011 with disclosed deal values between \$20 million and \$200 million. The transactions included in the group were:

Acquiror:

Acquired Company:

First Financial Bancorp.	The First Bexley Bank
LCNB Corp.	Eaton National Bank and Trust Co.
Huntington Bancshares Incorporated	Camco Financial Corporation
Old National Bancorp	Tower Financial Corporation
Heartland Financial USA, Inc.	Morrill Bancshares, Inc.
First Merchants Corporation	CFS Bancorp, Inc.
Croghan Bancshares, Inc.	Indebancorp
CNB Financial Corporation	FC Banc Corp.
F.N.B. Corporation	PVF Capital Corp.
Wintrust Financial Corporation	First Lansing Bancorp, Inc.
QCR Holdings, Inc.	Community National Bancorporation
Wintrust Financial Corporation	HPK Financial Corporation
National Australia Bank, Limited	North Central Bancshares, Inc.
Arvest Bank Group, Inc.	Union Bank
Old National Bancorp	Indiana Community Bancorp
First Financial Corporation	Freestar Bank, National Association
American State Bancshares, Inc.	Rose Hill Bancorp., Inc.
First Illinois Corporation	HPB Holdings, Inc

Transaction multiples for the Merger are based on merger consideration of \$20.50 per common share for Insight. For each precedent transaction, KBW derived and compared the merger consideration value per common share paid for the acquired company to:

last twelve months earnings per share ("LTM EPS") based on the latest publicly available financial statements of the acquired company prior to the announcement of the acquisition;
 tangible book value per share of the acquired company based on the latest publicly available financial statements of the company available prior to the announcement of the acquisition; and
 tangible equity premium to core deposits (total deposits less time deposits greater than \$100,000) based on the latest publicly available financial statements of the company available prior to the announcement of the acquisition.

The results of the analysis are set forth in the following table:

Transaction Price to:	First Financial/Insight	Comparable Transactions	Comparable Transactions	Comparable Transactions	Comparable Transactions
--------------------------	----------------------------	----------------------------	----------------------------	----------------------------	----------------------------

Edgar Filing: FIRST FINANCIAL BANCORP /OH/ - Form S-4

	Merger		Minimum		Mean		Median		Maximum	
LTM EPS	19.1	x	7.1	x	16.5	x	15.2	x	35.7	x
Tangible Book Value	1.66	x	0.80	x	1.31	x	1.24	x	1.89	x
Core Deposit Premium	20.1	%	(10.0	)%	2.7	%	2.5	%	12.7	%

- 36 -

No company or transaction used as a comparison in the above analysis is identical to Insight, Parent or the Merger. Accordingly, an analysis of these results is not mathematical. Rather, it involves complex considerations and judgments concerning differences in financial and operating characteristics of the companies involved.

Discounted Cash Flow Analysis. KBW performed a discounted cash flow analysis to estimate a range for the implied equity value of Insight. In this analysis, KBW assumed discount rates ranging from 14.0% to 16.0% to derive (i) the present value of the estimated free cash flows that Insight could generate over a five year period, as a standalone company, and (ii) the present value of Insight's terminal value at the end of year five. Terminal values for Insight were calculated based on a range of 12.0x to 14.0x estimated 2019 net income. In performing this analysis, KBW used estimates for Insight provided by Insight's management. KBW assumed that Insight would maintain a tangible common equity / tangible asset ratio of 9.00% and would retain sufficient earnings to maintain that level.

Based on these assumptions, KBW derived a range of implied aggregate value per share of Insight of \$10.69 per common share to \$12.99 per common share.

The discounted cash flow analysis is a widely used valuation methodology, but the results of such methodology are highly dependent on the assumptions that must be made, including asset and earnings growth rates, terminal values, dividend payout rates, and discount rates. The analysis did not purport to be indicative of the actual values or expected values of Insight.

Forecasted Pro Forma Financial Analysis. KBW analyzed the estimated financial impact of the Merger on Parent's 2014 estimated earnings per share and Parent's tangible book value per share as of June 30, 2014. Based on its analysis, KBW determined that the Merger would be accretive to Parent's estimated GAAP earnings per share in 2014, assuming a full year impact, but dilutive to Parent's tangible book value per share.

Furthermore, the analysis indicated that Parent's Leverage Ratio, Tier 1 Risk-Based Capital Ratio and Total Risk Based Capital Ratio would all remain "well capitalized" by regulatory standards. For all of the above analysis, the actual results achieved by Parent following the Merger may vary from the projected results, and the variations may be material.

Miscellaneous. KBW acted as financial advisor to Insight and did not act as an advisor to or agent of any other person. As part of its investment banking business, KBW is continually engaged in the valuation of bank and bank holding company securities in connection with acquisitions, negotiated underwritings, secondary distributions of listed and unlisted securities, private placements and valuations for various other purposes. As specialists in the securities of banking companies, KBW has experience in, and knowledge of, the valuation of banking enterprises. In the ordinary course of its business as a broker-dealer, KBW may, from time to time, purchase securities from, or sell securities to,

Insight, First Financial and Parent. As a market maker in securities, KBW may from time to time have a long or short position in, and buy or sell, debt or equity securities of Insight and Parent for its own account and for the accounts of its customers. To the extent KBW held any such positions as of the date of its opinion, it was disclosed to Insight's board of directors.

Pursuant to the KBW engagement agreement, Insight agreed to pay KBW a cash fee of \$100,000 concurrently with the rendering of its opinion and a cash fee, upon closing of the Merger, equal to \$550,000 plus 10% of the actual aggregate merger consideration in excess of \$36,563,343. In addition, Insight agreed to reimburse KBW for reasonable out-of-pocket expenses and disbursements incurred in connection with its retention and to indemnify KBW against certain liabilities, including liabilities under the federal securities laws. During the two years preceding the date of its opinion, KBW did not provide investment banking and financial advisory services to Insight, First Financial or Parent. KBW may in the future provide investment banking and financial advisory services to Insight, First Financial, or Parent and receive compensation for such services.

Material U.S. federal income tax consequences of the Merger

This section describes the material U.S. federal income tax consequences of the Merger to U.S. holders (as defined below) of Insight common stock who exchange shares of Insight common stock for shares of Parent common stock and cash pursuant to the Merger.

For purposes of this discussion, a “U.S. holder” is a beneficial owner of Insight common stock who for U.S. federal income tax purposes is:

a citizen or resident of the United States;

a corporation, or an entity treated as a corporation, created or organized in or under the laws of the United States or any state or political subdivision thereof;

a trust that (1) is subject to (A) the primary supervision of a court within the United States and (B) the authority of one or more United States persons to control all substantial decisions of the trust or (2) has a valid election in effect under applicable U.S. Department of Treasury regulations to be treated as a United States person; or

an estate that is subject to U.S. federal income tax on its income regardless of its source.

If a partnership (including for this purpose any entity treated as a partnership for U.S. federal income tax purposes) holds shares of Insight common stock, the tax treatment of a partner generally will depend on the status of the partner and the activities of the partnership. If you are a partner of a partnership holding shares of Insight common stock, you should consult your tax advisor.

This discussion addresses only those Insight common shareholders who hold their shares of Insight common stock as a capital asset within the meaning of Section 1221 of the Code, and does not address all of the U.S. federal income tax consequences that may be relevant to particular Insight common shareholders in light of their individual circumstances or to Insight common shareholders who are subject to special rules, such as:

financial institutions;

pass-through entities and investors in those entities;

retirement plans;

insurance companies;

tax-exempt organizations;

- dealers in securities or foreign currencies;
- traders in securities who elect to use a mark-to-market method of accounting;
- persons who exercise dissenters' rights;
- persons who hold Insight common stock as part of a straddle, hedge, constructive sale, conversion transaction or other risk management transaction;
- regulated investment companies;
- real estate investment trusts;
- expatriates or persons who have a functional currency other than the U.S. dollar;
- persons who are not U.S. holders; and

holders who acquired their shares of Insight common stock through the exercise of an employee stock option or otherwise as compensation or through a tax-qualified retirement plan, or through exercise of warrants.

In addition, the discussion does not address any alternative minimum tax, U.S. federal estate or gift tax or any state, local or foreign tax consequences of the Merger, nor does it address any tax consequences arising under the unearned income Medicare contribution tax pursuant to the Health Care and Education Reconciliation Act of 2010.

The following discussion is based on the Code, its legislative history, existing and proposed regulations thereunder and published rulings and decisions, all as currently in effect as of the date hereof, and all of which are subject to change, possibly with retroactive effect. Any such change could affect the continuing validity of this discussion.

Insight, First Financial and Parent have structured the Merger to qualify as a reorganization within the meaning of Section 368(a) of the Code. The obligation of Insight to complete the Merger is conditioned upon the receipt of an opinion of Vorys, Sater, Seymour and Pease LLP, tax counsel to Insight, dated as of the closing date and based on facts, representations and assumptions described in such opinion, to the effect that the Merger will be treated as a reorganization within the meaning of Section 368(a) of the Code. In addition, in connection with the filing of the registration statement of which this document is a part, Vorys, Sater, Seymour and Pease LLP has delivered an opinion to Insight to the same effect as the opinion described above. These opinions will be based on assumptions, representations, warranties and covenants, including those contained in the Merger Agreement and in tax representation letters provided by Parent and Insight. The accuracy of such assumptions, representations and warranties, and compliance with such covenants, could affect the conclusions set forth in such opinions. These opinions are not binding on the Internal Revenue Service or the courts. Insight, First Financial and Parent have not requested and do not intend to request any ruling from the Internal Revenue Service as to the U.S. federal income tax consequences of the Merger. Accordingly, each Insight common shareholder should consult its tax advisor with respect to the particular tax consequences of the Merger to such shareholder.

Tax Consequences of the Merger Generally to Insight Common Shareholders. If the Merger is treated as a reorganization within the meaning of Section 368(a) of the Code and based on the opinion delivered herewith, the tax consequences are as follows:

gain (but not loss) will be recognized by Insight common shareholders who receive shares of Parent common stock and cash in exchange for shares of Insight common stock pursuant to the Merger, in an amount equal to the lesser of (1) the amount by which the sum of the fair market value of the shares of Parent common stock and the amount of cash received by an Insight common shareholder exceeds such shareholder's basis in its shares of Insight common stock, and (2) the amount of cash received by such shareholder (other than any cash received in lieu of a fractional share of Parent common stock, as discussed below under "—Cash Received in Lieu of a Fractional Share of Parent Common Stock");

the aggregate basis of the shares of Parent common stock received by an Insight common shareholder in the Merger (including any fractional share of Parent common stock deemed to be received and exchanged as discussed below under “—Cash Received in Lieu of a Fractional Share of Parent Common Stock”) will be the same as such shareholder’s aggregate basis in the shares of Insight common stock for which they are exchanged, decreased by the amount of cash received by such shareholder in the Merger (other than any cash received in lieu of a fractional share of Parent common stock), and increased by the amount of gain recognized by such shareholder in the Merger (regardless of whether such gain is classified as capital gain or as ordinary dividend income, as discussed below under “—Potential Recharacterization of Gain as a Dividend,” but excluding any gain or loss resulting from the deemed receipt and exchange of a fractional share of Parent common stock); and

the holding period of the shares of Parent common stock received by an Insight common shareholder in the Merger (including any fractional share of Parent common stock deemed to be received and exchanged as discussed below under “—Cash Received in Lieu of a Fractional Share of Parent Common Stock”) will include such shareholder’s holding period in the shares of Insight common stock for which they are exchanged.

If an Insight common shareholder acquired different blocks of shares of Insight common stock at different times or at different prices, any gain or loss will be determined separately with respect to each block of shares of Insight common stock. In computing the amount of gain recognized, if any, an Insight common shareholder may not offset a loss realized on one block of stock against the gain realized on another block of stock. Insight common shareholders should consult their tax advisors regarding the manner in which shares of Parent common stock and cash received in the Merger should be allocated among different blocks of shares of Insight common stock and regarding their bases and holding periods in the particular shares of Parent common stock received in the Merger.

Taxation of Capital Gain. Except as discussed below under “—Potential Recharacterization of Gain as a Dividend,” gain that Insight common shareholders recognize in connection with the Merger generally will constitute capital gain and will constitute long-term capital gain if such shareholders have held (or are treated as having held) their shares of Insight common stock for more than one year as of the date of the Merger. Long-term capital gain of non-corporate Insight common shareholders generally will be taxed at preferential rates.

Potential Recharacterization of Gain as a Dividend. In some cases, if an Insight common shareholder actually or constructively owns shares of Parent common stock other than the shares of Parent common stock received pursuant to the Merger, the gain recognized by such shareholder could be treated as having the effect of the distribution of a dividend under the tests set forth in Section 302 of the Code, in which case such gain would be treated as dividend income. Because the possibility of dividend treatment depends primarily upon each Insight common shareholder’s particular circumstances, including the application of certain constructive ownership rules, Insight common shareholders should consult their tax advisors regarding the application of the foregoing rules to their particular circumstances.

Cash Received in Lieu of a Fractional Share of Parent Common Stock. An Insight common shareholder who receives cash in lieu of a fractional share of Parent common stock will be treated as having received the fractional share pursuant to the Merger and then as having exchanged the fractional share for cash in a redemption by Parent. As a result, an Insight common shareholder generally will recognize gain or loss equal to the difference between the amount of cash received in lieu of a fractional share and such shareholder’s basis in the fractional share as set forth above. Except as described above under “—Potential Recharacterization of Gain as a Dividend,” this gain or loss generally will be capital gain or loss, and will be long-term capital gain or loss if, as of the effective date of the Merger, such shareholder’s holding period in the fractional share is greater than one year. The deductibility of capital losses is subject to limitations.

Reporting Requirements. An Insight common shareholder owning at least 1% (by vote or value) of the outstanding shares of Insight common stock or having a basis of \$1,000,000 or more in shares of Insight common stock, immediately before the Merger, is required to file a statement with such shareholder’s U.S. federal income tax return setting forth such shareholder’s tax basis in and the fair market value of shares of Insight common stock exchanged by such shareholder pursuant to the Merger. In addition, all Insight common shareholders will be required to retain records pertaining to the Merger.

Backup Withholding and Information Reporting. Payments of cash to an Insight common shareholder may, under certain circumstances, be subject to information reporting and backup withholding (currently at a rate of 28%), unless the shareholder provides proof of an applicable exemption satisfactory to Parent and the exchange agent or furnishes its taxpayer identification number, and otherwise complies with all applicable requirements of the backup withholding rules. Any amounts withheld from payments to a shareholder under the backup withholding rules are not an additional tax and will be allowed as a refund or credit against the shareholder's U.S. federal income tax liability, provided that the required information is timely furnished to the Internal Revenue Service.

The preceding discussion is intended only as a summary of material U.S. federal income tax consequences of the Merger. It is not a complete analysis or discussion of all potential tax effects that may be important to you. Thus, you are strongly encouraged to consult your tax advisor as to your specific tax consequences resulting from the Merger, including tax return reporting requirements, the applicability and effect of federal, state, local and other tax laws and the effect of any proposed changes in the tax laws.

Regulatory approvals

The Merger cannot proceed without obtaining all requisite regulatory approvals. Parent, First Financial and Insight have agreed to take all appropriate actions necessary to obtain the required approvals.

The Merger of First Financial and Insight is subject to prior approval of the OCC. First Financial submitted an application with the OCC on February 3, 2014 seeking the necessary approval.

The Merger may not be consummated until 30 days, which may be shortened to 15 days by the OCC, after receipt of OCC approval, during which time the United States Department of Justice may challenge the Merger on antitrust grounds. The commencement of an antitrust action would stay the effectiveness of the OCC's approval, unless a court specifically orders otherwise.

The OCC approval of the Merger, if granted, (i) reflects only its view that the transaction does not contravene standards imposed by law and is consistent with regulatory policies relating to the safety and soundness of financial institutions; (ii) is not an OCC opinion that the proposed combination is financially favorable to Insight shareholders or that the OCC has considered the adequacy of the terms of the transaction; and (iii) is not an endorsement of, or a recommendation for, the combination of Insight and First Financial.

Interests of certain persons in the Merger

General. Some members of the board of directors and executive officers of Insight have interests in the Merger that are different from, or are in addition to, the interests of Insight shareholders generally. These interests include, among others, (i) proposed employee benefits for Insight employees who become employees of First Financial after the Merger, retention bonuses for employees who remain in the employ of First Financial for a designated transition period and severance benefits for Insight employees who are not covered by an employment agreement and do not become employees of First Financial after the Merger, (ii) the appointment of one Insight director to serve on the boards of directors of First Financial and Parent (subject to the approval of Parent's Corporate Governance and Nominating Committee), (iii) the appointment of certain Insight director or directors to the Columbus advisory board of Parent, (iv) lump sum cash payments in exchange for the cancellation of outstanding Insight stock options, (v) indemnification and insurance coverage for Insight's directors and officers, (vi) the continuation of indemnification (for officers, directors and employees) and insurance coverage (for officers and directors) provided by First Financial for six years after the Merger, and (vii) in the case of certain officers and directors of Insight who are covered by a separate employment agreement, payments and benefits under that employment agreement upon termination of employment in addition to the merger consideration, as described below.

The Insight board of directors was aware of these interests and considered them, among other matters, in approving the Merger Agreement and determining to recommend to Insight common shareholders to vote for adoption of the Merger Agreement. As of March 28, 2014, Insight's directors and executive officers beneficially owned, in the aggregate, 525,955 outstanding shares of Insight common stock (excluding the shares subject to the exercise of Insight stock options), representing approximately 32.27% of Insight's outstanding shares of common stock. For more information, see "Security Ownership of Certain Beneficial Owners and Management of Insight" on page 60.

Employee Benefits. As described below under the caption "Description of the Merger Agreement—Employee benefit matters," the Merger Agreement generally provides that each employee who, in Parent and First Financial's sole discretion, continues employment with the surviving bank will be provided wages or salaries and employee benefits (excluding equity plans) that in the aggregate are substantially comparable to what he or she receives at Insight immediately prior to the closing date. Each employee of Insight who is not covered by an employment agreement and does not continue employment with the surviving bank will be provided with severance benefits under First Financial's existing severance practices or pursuant to the terms of any applicable employment agreement with Insight in existence as of the date of the Merger Agreement, credited with his or her years of service with Insight.

Description of Mr. Glick's Employment Agreement. As a result of the Merger, First Financial, as the surviving bank, will continue to be obligated to Harvey Glick under his employment agreement with Insight. The employment agreement contains confidentiality restrictions with respect to certain confidential information and a covenant not to compete with Insight (or First Financial as Insight's successor) while employed by Insight (or First Financial as Insight's successor) until the expiration of one year following the date on which Mr. Glick is last employed by Insight or First Financial. The employment agreement also provides that Mr. Glick will not solicit any customer or employee of Insight (or First Financial as Insight's successor) for a competing business until the expiration of one year following the date on which Mr. Glick is last employed by Insight or First Financial.

Pursuant to his employment agreement, upon the termination of Mr. Glick's employment, he will be entitled to a special annual retirement benefit equal to the greater of \$135,000 or 50% of his average annual gross compensation during the three years preceding the "triggering event," which is the later of Mr. Glick's attainment of age 65 or the termination of his employment. If his employment is terminated in connection with a change in control, then his special retirement benefit will equal 75% of the average annual total compensation during the three most recent fiscal years. The special retirement benefit payments commence at the later of the date Mr. Glick attains age 65 or terminates employment, and will continue to be paid in monthly installments until his death.

In addition, under his employment agreement, if Mr. Glick is terminated without cause or if he elects to terminate his employment for good reason during the term of the agreement, he will be entitled to receive a lump-sum severance payment equal to 2.99 times his base amount, as defined in Section 280G of the Code.

Notwithstanding the foregoing, if the amounts payable under the employment agreement in connection with a change in control, alone or in combination with any other compensation, would result in the loss of a tax deduction under Section 280G of the Code, the payments under the employment agreement are reduced to the maximum amount that may be paid under Section 280G of the Code without exceeding such limits. It is expected that the enhanced special retirement benefit (the extra 25%) will be significantly reduced or entirely eliminated under this provision.

Cash-Out of Stock Options. As described below under the caption "Description of the Merger Agreement—Cash-Out of Stock Options," at the effective time, all rights with respect to Insight common stock pursuant to stock options granted by Insight will be converted into the right to receive cash only. The Merger Agreement requires Insight to enter into option cash-out agreements with all of its stock option holders to ensure that, immediately prior to the effective time, each Insight stock option, whether or not then exercisable, will be cancelled at the effective time and only entitle the holders to receive a cash amount. Such cash amount will be equal to the difference between the exercise price for the stock option and the value of the merger consideration to which the applicable underlying stock would otherwise be entitled, less applicable taxes required to be withheld with respect to such payment. Each share of Insight common stock issued pursuant to Insight stock options (which have, or will have, vested in the ordinary course and been properly exercised prior to the effective time of the Merger) will be counted in determining, and entitled to receive, per share merger consideration on the same terms as all other Insight common shares. See "Description of the Merger Agreement—Cash-Out of Stock Options" beginning on page 50.

The following table sets forth, based on outstanding awards under Insight equity plans as of March 1, 2014, (i) the number of vested stock options, (ii) the number of unvested stock options held by each Insight executive officer and director, and (iii) the estimated net proceeds (determined prior to reduction for applicable tax withholdings) such officers and directors will receive in connection with Merger as a result of the cash-out of such stock options as described above.

- 42 -

	Number of Vested Stock Options (1)	Number of Unvested Stock Options (2)	Estimated Net Proceeds (3)
Executive Officers			
Harvey L. Glick	70,000	2,500	\$ 741,875
Stephen S. Brooks	17,500	8,000	264,000
Ann C. Deskins	15,000	2,500	181,250
Tracey Ramsey	0	0	0
Directors			
Peter E. Geier	28,500	0	\$ 295,500
Leon Lien-Ching-Lin	12,501	0	130,761
Donald R. Kenney, Sr.	19,501	0	202,761
Donald R. Kenney, Jr.	14,001	0	146,011
Michael J. Kenney	13,501	0	140,761
Richard B. Schuen	13,001	0	135,261
Donald B. Shackelford	4,000	0	40,000
Eugene D. Smith	0	0	0
Robert J. Weiler	13,501	0	140,761
James R. Wilcox	20,501	0	213,261
Beatrice W. Wolper	11,501	0	120,261

(1) Vested stock options granted in 2007, 2008 and 2009 have an exercise price of \$10.00 per share. Vested stock options granted in 2010 and 2011 have an exercise price of \$10.50 per share.

(2) Unvested stock options granted in April 2013 have an exercise price of \$10.00 per share.

(3) Assuming the 1,630,000 shares of Insight common stock outstanding as of December 19, 2013 remain unchanged at the closing.

Summary of Golden Parachute Arrangements. The following table sets forth the aggregate dollar value of the various elements of compensation that each senior executive officer of Insight would receive that is based on or otherwise relates to the Merger, assuming the following:

the Merger closed on March 1, 2014, the last practicable date prior to the date of this proxy statement/prospectus, and

the employment of the executive officers is terminated without cause immediately following the closing of the Merger on March 1, 2014.

The dates and share prices used to quantify these interests have been selected based upon applicable disclosure requirements and are for illustrative purposes only. They do not necessarily reflect the dates on which certain events will occur and do not represent a projection about the future value of Insight common stock.

Any changes in these assumptions or estimates would affect the amounts shown in the following table.

- 43 -

Name	Cash	Equity (1)	Non-Qualified Deferred Compensation	Total
Harvey L. Glick	\$889,872 (2)	\$ 26,250	0	(3) \$916,122
Stephen S. Brooks	92,308 (4)	84,000	0	176,308
Ann C. Deskins	111,712 (5)	26,250	0	137,962
Tracey Ramsey	38,077 (4)	0	0	38,077

(1) The amounts in this column reflect the value of the vesting of the executive officers' unvested equity awards that would occur at the effective time of the Merger. For purposes of calculating these amounts, the Merger is assumed to take place on March 1, 2014. The unvested equity awards consist of unvested options. The unvested stock options are based on the difference between the exercise price for the stock option and the merger consideration to which the applicable underlying stock would otherwise be entitled. See "Description of the Merger Agreement—Cash-Out of Stock Options" on page 50.

(2) This amount reflects the lump-sum severance benefit described above under "Description of Mr. Glick's Employment Agreement."

(3) Mr. Glick is entitled to receive the 50% special retirement benefit described above under "Description of Mr. Glick's Employment Agreement" without regard to the change in control. Mr. Glick is not expected to receive the extra 25% special retirement benefit because of the reduction to avoid penalties under Section 280G of the Code.

(4) This amount reflects a retention bonus payable at a certain period shortly after data conversion so long as the employee remains employed on that date. The employee is not expected to be eligible for a severance benefit.

(5) This amount reflects the severance benefit for Insight employees who are not covered by an employment agreement and a retention bonus payable at a certain period shortly after data conversion so long as the employee remains employed on that date.

Appointments in Connection with the Merger. As described below under the caption "Description of the Merger Agreement—Management of Parent, First Financial and Insight after the Merger," at or promptly following the effective time of the Merger, (i) First Financial and Parent will appoint one qualified, independent director designated by Insight to serve on Parent's board of directors (subject to the approval of Parent's Corporate Governance and Nominating Committee), and (ii) Parent will create a Columbus advisory board and appoint certain director or directors from the current board of directors of Insight, as agreed among Parent, First Financial and Insight, to serve on the Columbus advisory board.

Continued Director and Officer Liability Coverage. Pursuant to the terms of the Merger Agreement, First Financial will, for six years after the effective time of the Merger, maintain in effect the current directors' and officers' liability insurance policies maintained by Insight with respect to matters occurring prior to the effective time or, alternatively, substitute policies of at least the same coverage and amounts. However, First Financial is not required to expend more

than an amount per year equal to 200% of current annual premiums paid by Insight for such insurance.

In addition, First Financial and Parent have agreed to, for six years after the effective time of the Merger, (i) indemnify and hold harmless the current and former directors, officers and employees of Insight and its subsidiaries for all actions taken by them in such capacities prior to the effective time and (ii) assume all obligations of Insight to such directors, officers and employees in respect of indemnification and exculpation from liabilities for acts or omissions occurring at or prior to the effective time as provided in Insight's charter documents.

Voting agreement

Certain directors of Insight who own shares of Insight common stock and certain other shareholders of Insight have entered into a voting agreement with First Financial. Under this agreement, these shareholders have each agreed, among other things, to vote their respective shares of Insight common stock: (i) in favor of the adoption of the Merger Agreement; (ii) against approval of any proposal made in opposition to, or in competition with, the Merger; and (iii) against certain other actions that would impede, interfere with, delay, postpone, discourage or adversely affect the Merger.

The shares subject to the voting agreement represent approximately 9.5% of Insight's outstanding shares of common stock as of December 19, 2013. The voting agreement will terminate if the Merger Agreement is terminated or the Merger becomes effective, whichever is earlier, in accordance with the terms of the Merger Agreement.

Restrictions on resale of Parent common stock

The shares of Parent common stock to be issued in connection with the Merger will be registered under the Securities Act and will be freely transferable, except for shares issued to any shareholder who may be deemed to be an "affiliate" of Parent for purposes of Rule 144 under the Securities Act. Persons who may be deemed to be affiliates of Parent include individuals or entities that control, are controlled by, or are under common control with, Parent and may include the executive officers, directors and significant shareholders of Parent.

Insight shareholder appraisal rights

The following is a summary of the steps that you must take if you wish to exercise dissenters' rights with respect to the Merger. This description is not complete. You should read the provisions of 12 U.S.C. Section 215a(b) through (d) and Sections 1115.19 and 1701.85 of the ORC, which are set forth in Annex B to this prospectus/proxy statement, for a more complete discussion of the procedures. **If you fail to take any one of the required steps set forth in these provisions, your dissenters' rights may be terminated.** If you are considering dissenting, you should consult your own legal advisor.

To exercise dissenters' rights, you must:

either (a) vote “Against” the adoption of the Merger Agreement and approval of the Merger at the special meeting of Insight shareholders or (b) deliver a written notice to Insight Bank, 150 W. Wilson Bridge Road, Worthington, Ohio 43085, Attention: Harvey Glick, President and Chief Executive Officer, at or prior to the special meeting stating that you dissent from the proposed Merger in accordance with 12 U.S.C. Section 215a(b); and

deliver to First Financial Bank, National Association, c/o First Financial Bancorp., 255 East Fifth Street, Suite 2900, Cincinnati, Ohio 45202, Attention: Chief Legal Officer, as successor by Merger to Insight, a written request for payment of the fair cash value of your Insight common shares before 30 days after the consummation of the Merger. The written request must include your name and address, the number of dissenting shares and the amount you claim as the fair cash value of those dissenting shares in accordance with Sections 1115.19 and 1701.85 of the Ohio Revised Code.

If you properly exercise dissenters’ rights pursuant to 12 U.S.C. Section 215a(b), the “fair cash value” of your Insight common shares will be determined in accordance with Sections 1115.19 and 1701.85 of the ORC. The “fair cash value” is the amount that a willing seller, who is under no compulsion to sell, would be willing to accept, and that a willing buyer, under no compulsion to purchase, would be willing to pay. Fair cash value is determined as of the day before the special meeting, excluding any appreciation or depreciation in market value of your Insight common shares resulting from the Merger. The fair cash value of your Insight common shares may be higher, the same as, or lower than the market value of Insight common shares on the date of the Merger. In no event will the fair cash value be in excess of the amount specified in the dissenting shareholder’s request for payment of the fair cash value.

If you do not reach an agreement as to the fair cash value of your Insight common shares with First Financial, as successor by Merger to Insight, you may file a complaint with the Court of Common Pleas of Franklin County, Ohio, for a determination of the fair cash value of the dissenting shares within three months after service of your written request to Insight for payment of the fair cash value. The court will then determine the fair cash value per share, and the costs of the proceeding, including reasonable compensation to appraisers, will be assessed as the court considers equitable in accordance with Sections 1115.19 and 1701.85 of the ORC.

Your right to receive the fair cash value of your dissenting shares will terminate if:

- the Merger does not become effective;

you fail to either (a) vote “Against” the adoption of the Merger Agreement and approval of the Merger at the special meeting of Insight shareholders or (b) deliver a written notice to Insight at or prior to the special meeting stating that you dissent from the proposed Merger;

you fail to deliver to First Financial, as successor by Merger to Insight, a proper written request for payment of the fair cash value of your Insight common shares within 30 days after the consummation of the Merger; or

if Insight and you have not come to an agreement as to the fair cash value of the dissenting shares, you do not timely file a complaint with the Court of Common Pleas of Franklin County, Ohio, for a determination of the fair cash value of the dissenting shares.

DESCRIPTION OF THE MERGER AGREEMENT

The following is a summary of the material terms of the Merger Agreement. This summary does not purport to describe all the terms of the Merger Agreement and is qualified by reference to the complete text of the Merger Agreement, which is attached as Annex A to this proxy statement/prospectus and is incorporated by reference into this proxy statement/prospectus. You should read the Merger Agreement completely and carefully as it, rather than this description, is the legal document that governs the Merger.

The text of the Merger Agreement has been included to provide you with information regarding its terms. The terms of the Merger Agreement (such as the representations and warranties) are intended to govern the contractual rights and relationships, and allocate risks, between the parties in relation to the Merger. The Merger Agreement contains representations and warranties Parent and First Financial, on the one hand, and Insight, on the other hand, made to each other as of specific dates. The representations and warranties were negotiated between the parties with the principal purpose of setting forth their respective rights with respect to their obligations to complete the Merger. The statements embodied in those representations and warranties may be subject to important limitations and qualifications as set forth therein, including a contractual standard of materiality different from that generally applicable under federal securities laws.

General

The Merger Agreement provides for the Merger of Insight with and into First Financial, with First Financial continuing as the surviving bank. After the consummation of the Merger, First Financial will continue to be a wholly owned subsidiary of Parent.

Closing and effective time

Closing. The closing of the Merger will take place on a date, to be specified by the parties, no later than the first Friday that is also a business day after satisfaction or waiver of the conditions set forth in the Merger Agreement, or at another time agreed to in writing by all the parties. See “— Conditions to completion of the Merger” below for a more complete description of the conditions that must be satisfied prior to closing. The completion of the Merger sometimes is referred to in this proxy statement/prospectus as the closing date.

Completion of the Merger. The Merger will become effective upon the filing of the certificate of merger with the Ohio Secretary of State, or such time thereafter as agreed to in writing by Parent and First Financial and so provided in the

certificate of merger. The time at which the Merger becomes effective is sometimes referred to in this proxy statement/prospectus as the effective time.

Consideration to be received in the Merger

Insight Common Stock and Cash Consideration. If the Merger is completed, Insight shareholders will, in the aggregate, receive total merger consideration in the amount of \$33,415,000. Each share of Insight common stock that you own immediately before the completion of the Merger will be converted into the right to receive a combination of cash and shares of Parent common stock. In addition, all outstanding stock options of Insight will be cashed out at the closing of the Merger. Including payment to be made for cancelling the stock options, the expanded total merger consideration is valued at approximately \$36.6 million as of December 19, 2013.

The number of outstanding shares of Insight common stock will change to the extent that outstanding options to acquire Insight common stock are exercised prior to the effective time of the Merger. Assuming the 1,630,000 shares of Insight common stock outstanding as of December 19, 2013 remain unchanged at the closing, for each of your shares of Insight common stock, you will receive the per share merger consideration equal to \$20.50 in the form of a combination of cash and shares of Parent common stock to be calculated as set forth in the Merger Agreement. Of such per share merger consideration, 20%, or \$4.10, will be paid in cash and 80%, or \$16.40, will be paid in Parent common stock (including cash to be paid in lieu of any fractional shares), subject to certain adjustments depending upon changes in the market price of Parent common stock. The exchange ratio used to determine the number of shares of Parent common stock that you will be entitled to receive for each share of Insight common stock will be determined based on the average closing price on NASDAQ for the twenty trading days ending on the third business day prior to the effective time of the Merger (the "Parent Share Average Closing Price"), subject to a minimum and maximum price equal to \$13.86 and \$18.76, respectively, and certain further adjustments.

Assuming the 1,630,000 shares of Insight common stock outstanding remain unchanged at the closing, based on a Parent Share Average Closing Price of \$, which is equal to the Parent Share Average Closing Price if it were calculated as if the closing date was , 2014, the latest practicable date prior to the date of this proxy statement/prospectus, the merger consideration that an Insight shareholder would be entitled to receive for each share of Insight common stock is \$4.10 in cash and shares of Parent common stock. If the Parent Share Average Closing Price were equal to the minimum of \$13.86, each share of Insight common stock would instead be entitled to \$4.10 in cash and 1.1833 shares of Parent common stock; if the Parent Share Average Closing Price were equal to the maximum of \$18.76, each share of Insight common stock would be entitled to \$4.10 in cash and 0.8742 shares of Parent common stock.

The following table illustrates the per share value of merger consideration that Insight common shareholders will receive in the Merger based on a range of Parent Share Average Closing Prices, assuming the 1,630,000 shares of Insight common stock outstanding as of December 19, 2013 remain unchanged immediately prior to the effective time of the Merger. The table is for illustrative purposes only. The actual prices at which Parent common stock trades during the twenty trading days ending on the third business day prior to the effective time of the Merger will establish the actual Parent Share Average Closing Prices and therefore the actual exchange ratio for the stock component of the merger consideration. The actual trading price of Parent common stock is subject to market fluctuations.

		Exchange Ratio of Stock		Per Share Cash Consideration	Total Per Share Consideration
Average Closing Price		Component of Per Share			
Merger Consideration ⁽¹⁾					
>\$	18.76	(2)	0.8742	\$ 4.10	\$ 20.50
\$	18.76		0.8742	\$ 4.10	\$ 20.50
\$	18.50		0.8865	\$ 4.10	\$ 20.50
\$	18.00		0.9111	\$ 4.10	\$ 20.50
\$	17.50		0.9371	\$ 4.10	\$ 20.50
\$	17.00		0.9647	\$ 4.10	\$ 20.50
\$	16.50		0.9939	\$ 4.10	\$ 20.50
\$	16.00		1.0250	\$ 4.10	\$ 20.50
\$	15.50		1.0581	\$ 4.10	\$ 20.50
\$	15.00		1.0933	\$ 4.10	\$ 20.50
\$	14.50		1.1310	\$ 4.10	\$ 20.50
\$	14.00		1.1714	\$ 4.10	\$ 20.50
\$	13.86		1.1833	\$ 4.10	\$ 20.50
<\$	13.86	(3)	1.1833	\$ 4.10	\$ 20.50

(1) The numbers in this column represent the number of the shares of Parent common stock which you will receive for each share of Insight common stock that you own.

(2)

Assuming no adjustment to the ratio of the stock component of the merger consideration is made by First Financial.

Assuming (i) no adjustment to the ratio of the stock component of the merger consideration is made by Insight, (ii) no adjustment needs to be made to preserve the qualification of the Merger as a tax-free reorganization for U.S. federal income tax purposes in accordance with the terms of the Merger Agreement, and (iii) even if the Parent (3) Share Average Closing Price has declined to less than \$12.23, or by more than 25% from the average closing price on NASDAQ for the twenty trading days ending on the third business day prior to the date of the Merger Agreement, which is \$16.31, the Parent common stock does not underperform the KBW Regional Banking Index by more than 25% during such period.

Stock Consideration Ratio Adjustment. If the Parent Share Average Closing Price is less than \$13.86, Insight may reduce the ratio of the stock component of the merger consideration from 80% to no less than 75%. On the other hand, if the Parent Share Average Closing Price is more than \$18.76, First Financial may reduce the ratio of the stock component of the merger consideration from 80% to no less than 75%. No such reduction is permitted if it would result in a failure of the Merger to be a tax-free reorganization for U.S. federal income tax purposes.

Tax Adjustment. In order to preserve the qualification of the Merger as a tax-free reorganization for U.S. federal income tax purposes, if the aggregate value of the shares of Parent common stock to be issued in connection with the Merger (excluding the value of fractional shares for which cash is to be paid) based upon the closing price of the Parent common stock as reported on NASDAQ on the trading day immediately preceding the closing date of the Merger (the “Tax-Adjuster Stock Consideration”) would be less than 40% of the sum of the Tax-Adjuster Cash Consideration (as defined below) and the Tax-Adjuster Stock Consideration, then the exchange ratio for the stock component of the merger consideration will be adjusted, with a corresponding decrease of the total cash consideration, so that the Tax-Adjuster Stock Consideration is equal to 40% of the sum of the Tax-Adjuster Stock Consideration and the Tax-Adjuster Cash Consideration without changing the value of the total merger consideration. For purposes of the above, “Tax-Adjuster Cash Consideration” means the sum of (i) the aggregate cash consideration to be paid in exchange for the Insight common stock (including, without limitation, the amount of cash to be paid for appraisal shares), (ii) the aggregate cash consideration to be paid in lieu of fractional shares of Parent common stock, and (iii) the aggregate cash consideration to be paid in connection with the redemption, cancellation or other transaction that results in Insight Series A Preferred Stock no longer being issued or outstanding as a result of the Merger. For example, if the 1,630,000 shares of Insight common stock outstanding remain unchanged at the closing and the Parent Share Average Closing Price is equal to or less than \$13.86, each share of Insight common stock would be entitled to \$4.10 in cash and 1.1833 shares of Parent common stock, assuming no adjustment needs to be made for the above tax purposes; however, if the closing price of the Parent common stock as reported on NASDAQ on the trading day immediately preceding the closing date of the Merger falls below \$3.78, adjustment will be made to preserve the qualification of the Merger as a tax-free reorganization (assuming \$4,250,000 to be paid for the redemption of Insight Series A Preferred Stock, no cash paid for appraisal shares and no other adjustment made by the parties, and disregarding the effect of cash consideration to be paid in lieu of fractional shares of Parent common stock, for purpose of illustration). Under these assumptions, if the above-referenced closing price of the Parent common stock falls to \$3.00, each share of Insight common stock would be entitled to \$3.06 in cash and 1.2586 shares of Parent common stock (with any small variance due to rounding).

Kill or Fill Adjustment. If the Parent Share Average Closing Price has declined by more than 25% from the average closing price on NASDAQ for the twenty trading days ending on the third business day prior to the date of the Merger Agreement, which is \$16.31, and the Parent common stock underperforms the KBW Regional Banking Index by more than 25% during such period, Insight may terminate the Merger Agreement unless Parent removes the Collar Restriction in calculating the exchange ratio for the stock component of the merger consideration.

Minimum Merger Consideration If the Merger Is Completed. Under the Merger Agreement, Insight shareholders will, in the aggregate, receive total merger consideration in the amount of \$33,415,000. Additionally, holders of outstanding Insight stock options are entitled to receive cash payments from Parent representing the fair market value of such stock options in return for the cancellation of such stock options. Insight shareholders will receive per share

merger consideration equal to (i) \$20.50, assuming no outstanding Insight stock options are exercised by holders of such stock options, or (ii) \$17.24, assuming all outstanding Insight stock options are exercised prior to closing. Merger consideration will be paid in the form of a combination of cash and shares of Parent common stock, subject to certain restrictions and adjustments. Due to the effect of the Collar Restriction, Parent common stock will not be valued at less than \$13.86 per share, even if the Parent Share Average Closing Price drops below such amount. As a result of the Collar Restriction and potential exercise of Insight stock options, the actual value of the per share merger consideration received by Insight shareholders, based on the sum of its cash component and its stock component as measured by the Parent Share Average Closing Price, could be significantly less than \$20.50 if no outstanding Insight stock options are exercised or \$17.24 if all outstanding Insight stock options are exercised.

However, Insight may terminate the Merger Agreement if the Parent Share Average Closing Price falls below \$12.23 and the Parent common stock underperforms the KBW Regional Banking Index by more than 25% (the “Double Trigger”) unless Parent elects to remove the Collar Restriction and increase the per share merger consideration to its full actual value (which would be \$20.50 assuming no outstanding Insight stock options are exercised and \$17.24 assuming all outstanding stock options are exercised prior to closing). Insight’s board of directors has determined that if a Double Trigger occurs and if Parent does not elect to remove the Collar Restriction and increase the total per share merger consideration to its full actual value, Insight will not waive its termination right and proceed with the Merger without first obtaining the consent of the Insight shareholders in the event the total per share merger consideration to be received by Insight shareholders would be less than \$10.00 as calculated based on the Parent Share Average Closing Price and including the effect of the exercise of Insight stock options, if any.

Moreover, if the total per share merger consideration that would be payable to Insight shareholders would be less than \$10.00 as a result of the Collar Restriction and the exercise of Insight stock options described above, a “material adverse change” may have occurred with respect to Parent, which may give Insight the right to terminate the Merger Agreement. Insight would not waive any such right to terminate the Merger Agreement in such circumstances without first obtaining the consent of the Insight shareholders.

In deciding whether to terminate the Merger Agreement or proceed with the Merger where the total per share merger consideration is less than \$10.00, Insight’s board of directors would consider all relevant facts and circumstances that exist at the time and would consult with its financial advisor and legal counsel. Among other things, Insight’s board of directors would consider whether the then-trading price of Parent common stock reflected Insight’s board of directors’ view of Parent’s intrinsic value; the total value of the merger consideration, including after giving effect to any adjustments; whether and the extent to which Insight’s board of directors believed shares of Parent common stock would increase in value after the completion of the Merger; the surviving bank’s prospects generally; Insight’s prospects on a stand-alone basis compared to the aggregate value of the merger consideration; and various macro-economic conditions and factors.

Fractional shares

No fractional shares of Parent common stock will be issued in the Merger. Instead, Parent will pay to each Insight common shareholder who would otherwise be entitled to receive a fraction of a share of Parent common stock an amount of cash (without interest) rounded to the nearest whole cent, determined by multiplying the Parent Share Average Closing Price (as it may be adjusted) by such fraction of a share of Parent common stock to which such Insight common shareholder would otherwise be entitled.

Cash-Out of Stock Options

At the effective time, all rights with respect to the underlying Insight common stock of the stock options granted by Insight will be converted into the rights to receive cash only. The Merger Agreement requires Insight to enter into option cash-out agreements with all its stock option holders to ensure that, immediately prior to the effective time, each Insight stock option, whether or not then exercisable, be cancelled at the effective time and only entitle the holders to receive a cash amount. Such cash amount will be equal to the difference between the exercise price for the stock option and the value of the merger consideration to which the applicable underlying stock would otherwise be entitled, less applicable taxes required to be withheld with respect to such payment. Each share of Insight common stock issued pursuant to Insight stock options (which have, or will have, vested in the ordinary course and been properly exercised prior to the effective time of the Merger) will be counted in determining, and entitled to receive, per share merger consideration on the same terms as all other Insight common shares. At the effective time of the Merger, each option to purchase a share of Insight common stock whether or not then exercisable shall terminate and be of no further effect and any rights thereunder to purchase shares of Insight Common Stock shall also terminate and

be of no further force or effect.

Exchange of certificates

First Financial will engage U.S. Bank National Association to act as its exchange agent to handle the exchange of Insight common stock for the Merger consideration and the payment of cash for any fractional share interest. As promptly as practicable after the effective time, the exchange agent will send to each Insight shareholder a letter of transmittal for use in the exchange with instructions explaining how to surrender Insight common stock certificates to the exchange agent. Insight common shareholders that surrender their certificates to the exchange agent, together with a properly completed letter of transmittal, will receive the merger consideration. Insight common shareholders that do not exchange their Insight common stock will not be entitled to receive the merger consideration or any dividends or other distributions by Parent until their certificates are surrendered. After surrender of the certificates representing Insight common shares, any unpaid dividends or distributions with respect to the Parent common stock represented by the certificates will be paid without interest.

Conduct of business pending the Merger and certain covenants

Under the Merger Agreement, Insight has agreed to certain restrictions on its activities and the activities of its subsidiaries until the Merger is completed or the Merger Agreement is terminated. In general, Insight and its subsidiaries are required to maintain their existence, conduct their business and operations in the ordinary course of business and in a manner consistent with prior practice, and use commercially reasonable efforts to keep available the services of its current officers and employees and preserve the rights, franchises, goodwill and relations of its customers, clients and others with whom business relationships exist.

The following is a summary of the more significant restrictions imposed upon Insight, subject to the exceptions set forth in the Merger Agreement. Insight will not, and will cause its subsidiaries not to, without Parent and First Financial's prior written consent:

- amend its charter documents;

- adjust any shares of its equity interests, pay any dividend or other distribution in respect of its equity interests, or acquire any of its securities (other than Insight Series A Preferred Stock in accordance with the Merger Agreement), or grant any additional stock options, warrants or rights;

- acquire an equity interest in, or a substantial portion of the assets of, any person (other than as a result of the foreclosure of a security interest), or merge or consolidate with any person;

- dispose of any of its properties or assets, subject to certain exceptions;

- incur any indebtedness, issue any debt securities, guarantee any indebtedness of another person, or enter into any "keep well" or other agreement to maintain any financial statement condition of another person, other than certain indebtedness in the ordinary course of business;

- make any capital contributions to, or investments in, any person;

- commence any proceeding or settle any claim or litigation, subject to certain exceptions;

- make any change to its accounting methods, principles or practices, except as required by GAAP or applicable law;

amend or create any obligations with respect to compensation, severance, benefits, change of control payments or any other payments to present or former officers, employees or directors, subject to certain exceptions;

make any tax election, settle any tax liability, fail to file any tax return when due, enter into any closing agreement, file any amended tax return or surrender any right to claim a reduction in tax liability;

fail to use commercially reasonable efforts to maintain existing insurance policies or comparable replacement policies;

enter into any new line of business;

file any application to establish, or to relocate or terminate the operations of, any banking office;

enter into, renew or terminate any material contract, other than (a) renewal or termination in the ordinary course of business or (b) entry into a material contract which calls for aggregate annual payments of not more than \$50,000 and which is terminable on 60-days' or less notice without payment of any termination fee or penalty;

make any investment in securities, except securities with a remaining maturity of less than 48 months issued by the U.S. government or such other securities consistent with past practices in the ordinary course of business;

adopt a plan of complete or partial liquidation or dissolution;

without providing to Parent and First Financial a reasonable opportunity to review in advance, make any new (A) commercial real estate loan in excess of \$2,000,000 or (B) residential loan originated for retention in the loan portfolio in excess of \$417,000 or with loan-to-value ratios in excess of 80% without private mortgage insurance, in each case in accordance with normal Insight practices;

acquire any assets or incur any liabilities other than in the ordinary course of business consistent with past practices and policies;

hire any new employees except in the ordinary course of business consistent with past hiring practices;

take or fail to take any action that could reasonably be expected to cause the representations and warranties made by Insight in the Merger Agreement to be inaccurate in any material respect;

take any action that would result in any of the closing conditions not being satisfied or prevent or materially delay the consummation of the Merger;

take any action that (A) would adversely affect or materially delay any necessary regulatory approvals for the Merger or (B) constitute a material violation of any provision of the Merger Agreement; or

make any commitments to take any of the actions described above.

Parent has also agreed to certain restrictions on its activities and the activities of its subsidiaries until the Merger is completed or the Merger Agreement is terminated. Subject to the exceptions set forth in the Merger Agreement, Parent will not, and will cause its subsidiaries not to, without Insight's prior written consent:

take or fail to take any action that could reasonably be expected to cause the representations and warranties made in the Merger Agreement to be inaccurate in any material respect;

take any action that would result in any of the closing conditions not being satisfied or prevent or materially delay the consummation of the Merger;

take any action that (A) would adversely affect or materially delay any necessary regulatory approvals for the Merger or (B) constitute a material violation of any provision of the Merger Agreement; or

· make any commitments to take any of the actions described above.

Insight, Parent and First Financial have each agreed to use its reasonable best efforts to take all actions and to do all things necessary, proper or advisable to fulfill all closing conditions applicable to such party pursuant to the Merger Agreement and to complete the Merger in the most expeditious manner practicable, including:

obtaining all regulatory approvals from governmental authorities, making all necessary, proper or advisable registrations, filings and notices, and taking all steps as may be necessary to obtain an approval, waiver or exemption from any governmental authority, but (A) no party is required to take any action that would reasonably be expected to have a material adverse effect on such party, and (B) Parent and First Financial are not required to accept any terms of or conditions to a regulatory approval that are, in their reasonable discretion, not acceptable;

obtaining all necessary, proper or advisable consents, qualifications, approvals, waivers or exemptions from nongovernmental persons; and

executing and delivering any additional documents or instruments necessary, proper or advisable to consummate the Merger.

Insight, on the one side, and Parent and First Financial, on the other side, have agreed:

to consult with each other before issuing any press release or otherwise making any public statements or filings with respect to the Merger and not to issue any such press release or make any such public statement without the prior written consent of the other party, subject to certain exceptions;

to promptly advise the other party of any change or event that, individually or in the aggregate, would reasonably be expected to cause or constitute a breach in any material respect of any of its representations, warranties or covenants contained in the Merger Agreement;

to take any action that is required to cause the Merger to qualify, and not to take any actions or cause any actions to be taken which could reasonably be likely to prevent the Merger from qualifying, as a reorganization within the meaning of Section 368(a) of the Code;

to provide certain certificates to their respective tax counsel in connection with delivery of tax opinions in accordance with the Merger Agreement;

that neither will intentionally act in a manner that would cause a breach of the Merger Agreement or that would cause a representation made in the Merger Agreement to become untrue; and

to coordinate publicity of the transactions contemplated by the Merger Agreement to the media.

Insight has also agreed to:

permit Parent and First Financial to access Insight's books and records and telecommunications and electronic data processing systems, facilities and personnel, subject to certain restrictions and exceptions;

make reasonable efforts to cause its telecommunications and data processing service providers to assist Parent and First Financial in connection with preparation for an electronic and systematic conversion of all applicable data;

provide to Parent and First Financial (i) the monthly unaudited financial statements of Insight as provided to Insight's management and (ii) certain updated unaudited financial statements prior to closing; and

promptly notify each other of any proceeding or potential proceeding against such party that is reasonably likely to result in a material adverse change, question the validity of the Merger, or seeks to enjoin or otherwise restrain the Merger.

The Merger Agreement also contains certain covenants relating to employee benefits and other matters pertaining to officers and directors. See “—Employee benefit matters” below and “The Merger—Interests of certain persons in the Merger.” Concurrent with the execution of the Merger Agreement, certain shareholders of Insight have entered into a non-competition and non-solicitation agreement, effective upon the closing of the Merger, and a voting agreement with First Financial.

No solicitation of transaction or change of recommendation

No solicitation. The Merger Agreement contains provisions prohibiting Insight from seeking or discussing an alternative acquisition proposal to the Merger. Insight has agreed that it will not, and will use reasonable best effort to cause its representatives not to, directly or indirectly, (i) solicit, initiate, encourage or knowingly facilitate any alternative acquisition proposal, (ii) discuss or negotiate any alternative acquisition proposal or give any other person any information of Insight relating to an alternative acquisition proposal, (iii) approve, endorse or recommend any alternative acquisition proposal, or (iv) enter into any agreement relating to an alternative acquisition proposal. Upon execution of the Merger Agreement, Insight is required to immediately cease any communications with any party with respect to any alternative acquisition proposal, but is not prohibited from contacting any party solely for the purpose of complying with the above requirements or to enforce the provisions of any confidentiality agreement with respect to an alternative acquisition proposal.

Notwithstanding the restrictions described above, the Merger Agreement provides that Insight may discuss or negotiate an alternative acquisition proposal or give other persons information of Insight relating to an alternative acquisition proposal if, but only if, (i) Insight has received a bona fide unsolicited written alternative acquisition proposal prior to the special meeting of Insight shareholders; (ii) Insight's board of directors determines that such alternative acquisition proposal constitutes a superior proposal as compared with the Merger; (iii) Insight has provided First Financial with at least five business days' prior notice of such determination; (iv) prior to furnishing or affording access to any information of Insight relating to an alternative acquisition proposal, Insight receives from such person certain confidentiality agreements; and (v) the failure of Insight's board of directors to furnish such information or enter into discussions or negotiations would violate its fiduciary duties to Insight shareholders. Insight is required to promptly notify First Financial if any proposals are received by, any information is requested from, or any negotiations are sought from, Insight in connection with any alternative acquisition proposal. Insight is also required to promptly provide to First Financial any information it provides to any other that was not previously provided to First Financial.

No change of recommendation. The Merger Agreement requires Insight's board of directors to use reasonable best efforts to seek Insight common shareholders' approval of the Merger, but Insight's board of directors may change its recommendation for shareholders' approval of the Merger if, and only if, (i) based upon the written advice of its outside legal counsel and independent financial advisor, the board has received a superior proposal; (ii) based upon the written advice of such outside legal counsel, a failure to accept such superior proposal would result in the board breaching its fiduciary duties to Insight and its shareholders; (iii) the board notifies First Financial in advance of its intent to change its recommendation and the terms of the superior proposal; and (iv) after providing First Financial a reasonable opportunity to renegotiate and adjust the terms and conditions of the Merger Agreement, the board again determines, based upon the written advice of its outside legal counsel and such independent financial advisor, that such alternative acquisition proposal nonetheless continues to constitute a superior proposal and that failure to change its recommendation would violate its fiduciary duties to Insight and Insight shareholders. However, Insight's board of directors is prohibited from changing its recommendation if First Financial has offered to modify the terms of the Merger Agreement to provide for substantially identical terms and conditions as superior proposal.

As used above, “superior proposal” refers to any bona fide written acquisition proposal made by a third party, which, as determined by Insight’s board of directors determines in its good faith judgment, based upon the written advice of its outside legal counsel and an independent financial advisor, (i) would result in the acquisition of all of the Insight common stock or all, or substantially all, of the assets of Insight; (ii) would result in a transaction that (A) involves consideration to the holders of Insight common stock that is more favorable, from a financial point of view, than the consideration to be paid to Insight common shareholders pursuant to the Merger Agreement, considering, among other things, the nature of the consideration being offered and any material regulatory approvals or other risks associated with the timing of the proposed transaction beyond or in addition to those specifically contemplated hereby, and (B) is, in light of the other terms of such proposal, more favorable to Insight common shareholders than the Merger; and (iii) is reasonably likely to be completed.

Representations and warranties

The Merger Agreement contains representations and warranties made by Insight, Parent and First Financial. These include, among other things, representations relating to the following matters:

- valid corporate organization and existence;
- authority to enter into the Merger and the binding nature of the Merger Agreement;
- no breach of organizational documents, law or other agreements as a result of the Merger.
- third-party consents and approvals;
- filing of necessary reports with regulatory authorities;
- involvement in litigation and orders issued by governmental authorities;
- broker/finder fees;
- capitalization;
- financial statements;
- information supplied for inclusion in registration statement/proxy statement/prospectus;
- compliance with laws and regulations;
- accuracy of, and no omissions in, the representations and warranties contained in the Merger Agreement
- no material adverse changes;

- no undisclosed liabilities;
- certain environmental matters;
- insurance;
- certain employee benefit matters;
- tax-free status of the Merger; and

Parent and First Financial also represent and warrant to Insight in the Merger Agreement regarding sufficient funds to complete the Merger, compliance with SEC filing requirements and no ownership in Insight common stock.

Insight makes additional representations and warranties to Parent and First Financial in the Merger Agreement relating to, among other things, the following matters:

- deposit accounts;
- subsidiaries;

- certain tax matters;
- title to assets and real properties;
- loans;
- allowance for loan losses;
- investment portfolio;
- interest rate risk management instruments;
- intellectual property;
- material contracts;
- labor relations and employment matters;
- related party transactions;
- sufficiency of assets to conduct business;
- receipt of a fairness opinion for the Merger; and
- provision of Insight information to First Financial.

Conditions to completion of the Merger

Closing Conditions for the Benefit of All Parties. Each of Parent, First Financial and Insight's obligations are subject to fulfillment of certain conditions, including:

no applicable law or order by governmental authority making illegal or preventing or prohibiting the consummation of the Merger;

receipt of all regulatory approvals containing no unduly burdensome conditions and expiration of all statutory waiting periods;

all required consents, authorizations, waivers or approvals having been obtained; and

the registration statement having been declared effective by the SEC and continuing to be effective, and all necessary approvals under securities laws relating to the issuance of the shares of Parent common stock pursuant to the Merger having been received.

Closing Conditions for the Benefit of Parent and First Financial. Parent and First Financial's obligations are subject to fulfillment of certain conditions, including:

accuracy of representations and warranties of Insight in the Merger Agreement as of the closing date, except as otherwise set forth in the Merger Agreement;

performance by Insight in all material respects of its agreements under the Merger Agreement;

adoption of the Merger Agreement at the special meeting by Insight shareholders holding the requisite voting power under its charter documents and applicable law;

delivery by Insight of a duly executed exchange agent agreement, option cash-out agreements, certificates and documents as provided in the Merger Agreement;

Insight being well-capitalized;

no new proceedings initiated against Insight since the execution of the Merger Agreement that, in the aggregate, would reasonably be expected to result in liabilities exceeding \$500,000;

no new enforcement actions initiated against Insight by any regulatory agency which, individually or in the aggregate, would reasonably be expected to materially affect Insight's ability to conduct its business as currently being conducted;

holders of no more than 5% of the Insight common stock having taken the actions required under the ORC to qualify their Insight common stock as appraisal shares;

Insight having duly entered into option cash-out agreements with all holders of Insight stock options to cash out such stock options; and

Insight having duly redeemed all Insight Series A Preferred Stock, except under certain circumstances set forth in the Merger Agreement.

Closing Conditions for the Benefit of Insight. Insight's obligations are subject to fulfillment of certain conditions, including:

accuracy of representations and warranties of Parent in the Merger Agreement as of the closing date, except as otherwise set forth in the Merger Agreement;

performance by Parent in all material respects of its agreements under the Merger Agreement;

approval of the listing of the shares of Parent common stock issuable pursuant to the Merger Agreement on NASDAQ;

receipt by Insight of an opinion of Vorys, Sater, Seymour and Pease LLP, tax counsel to Insight, to the effect that the Merger will be treated as a reorganization within the meaning of Section 368(a) of the Code;

no new enforcement action initiated by any regulatory agency which would reasonably be expected to materially affect First Financial's ability to conduct its business as currently being conducted; and

delivery by First Financial of evidence of the payment of the merger consideration to the exchange agent, a duly executed exchange agent agreement, certificates and such other documents as provided in the Merger Agreement.

Termination

First Financial and Insight may mutually agree to terminate the Merger Agreement and abandon the Merger at any time. Subject to conditions and circumstances described in the Merger Agreement, Parent or First Financial, on the one hand, or Insight, on the other hand, as the case may be, may terminate the Merger Agreement as follows:

by either party if the Merger is not completed by September 30, 2014;

by either party in the event of a material breach by the other party of its representations or warranties or obligations contained in the Merger Agreement, which breach cannot be or has not been cured within 30 days after the giving of written notice to the breaching party of such breach, and which breach or breaches would result in a failure to satisfy any applicable closing condition;

by either party if final action has been taken by a regulatory agency whose approval is required for the Merger, which final action has become final and nonappealable and does not approve the Merger;

by either party if any governmental authority has enacted, issued, promulgated, enforced or entered any law, or final nonappealable judgment which has the effect of making illegal the consummation of the Merger;

by Insight if the Parent Share Average Closing Price has declined by more than 25% from the average closing price on NASDAQ for the twenty trading days ending on the third business day prior to the date of the Merger Agreement, which is \$16.31, and the Parent common stock underperforms the KBW Regional Banking Index by more than 25% during such period, unless Parent removes the Collar Restriction in calculating the exchange ratio for the stock component of the merger consideration;

by First Financial if the board of directors of Insight fails to make recommendation to Insight common shareholders to adopt the Merger Agreement, or Insight has materially breached its covenant not to solicit alternative acquisition proposals;

in certain circumstances, by either party if Insight has received and would accept a superior acquisition proposal from a third party; or

if the Insight common shareholders fail to adopt the Merger Agreement.

Termination of the Merger Agreement will not relieve any party from liability for damages resulting from fraud or the breach of any of its representations, covenants or agreements set forth in the Merger Agreement.

Termination fee

Insight has agreed to pay First Financial a termination fee equal to 5% of the sum of the total merger consideration and total cash consideration for cashing out Insight's stock options, if the Merger Agreement is terminated under the following circumstances:

by First Financial because the board of directors of Insight fails to make a recommendation to Insight common shareholders to adopt the Merger Agreement, or Insight has materially breached its covenant not to solicit alternative acquisition proposals, or

by either First Financial or Insight if Insight has received a superior proposal, and the board of directors of Insight has notified First Financial of its intention to change its recommendation to Insight shareholders and also made such change.

Insight has also agreed to pay First Financial for its out-of-pocket expenses incurred in connection with the proposed Merger if the Merger Agreement is terminated by any party because the Insight common shareholders fail to adopt the Merger Agreement.

Management of Parent, First Financial and Insight after the Merger

After the Merger, First Financial's board of directors will continue to serve as the directors of the surviving bank. At or promptly following the effective time of the Merger, First Financial and Parent will appoint one Insight director to serve on the boards of directors of First Financial and Parent.

In addition, at or promptly following the effective time, Parent will create a Columbus advisory board and appoint certain director or directors from the current board of directors of Insight, as agreed among Parent, First Financial and Insight, to serve on the Columbus advisory board.

Employee benefit matters

Pursuant to the Merger Agreement, Parent and First Financial have the sole discretion in determining which employees of Insight will continue employment with the surviving bank following the closing date. Each continuing employee will be provided wages or salaries and employee benefits (excluding equity plans) that in the aggregate are substantially comparable to what he or she receives at Insight immediately prior to the closing date.

Parent and First Financial will provide each employee of Insight who does not continue employment with the surviving bank with severance benefits under First Financial's existing severance practices or pursuant to the terms of any applicable employment agreement with Insight in existence as of the date of the Merger Agreement. For purposes of determining seniority as it relates to First Financial's severance practices, each discontinued employee will be credited with his or her years of service with Insight.

Expenses

Each party to this Agreement will bear its own expenses incurred in connection with the Merger Agreement. As more fully described above under "—Termination fee," Insight has also agreed to reimburse First Financial for certain out-of-pocket expenses in the event the Merger is terminated for certain specified reasons.

NASDAQ stock listing

Parent common stock currently is listed on NASDAQ under the symbol "FFBC." The shares to be issued to Insight shareholders as merger consideration also will be eligible for trading on NASDAQ. Parent will use its reasonable best efforts to (i) list, prior to the effective time if such listing is required to be made prior to the effective time under NASDAQ rules, the shares of Parent common stock to be issued pursuant to the Merger, or (ii) make such post-closing filings with NASDAQ as may be required by the applicable NASDAQ rules.

Amendment

The Merger Agreement may not be amended except by a written instrument executed by all parties.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT OF Insight

The following table shows, as of March 28, 2014, the beneficial ownership of Insight common stock of each person who beneficially owns more than 5% of Insight's outstanding common stock, of each Insight director, of each of the executive officers of Insight and of all of Insight's directors and executive officers as a group. The percentages in the table are based upon 1,630,000 shares of Insight common stock issued and outstanding as of March 28, 2014. Except as otherwise noted in the footnotes to the table, each individual has sole investment and voting power with respect to the shares of common stock set forth. Except as indicated in the footnotes to the table below, the business address of the persons listed below is c/o Insight Bank, 150 W. Wilson Bridge Road, Worthington, Ohio 43085.

Name	Outstanding Insight common stock directly, indirectly or beneficially owned		Insight common stock subject to options exercisable within next 60 days	Percent of shares outstanding(1)	
Stephen S. Brooks	16,000	(2)	20,166	2.19	%
Ann C. Deskins	5,000		15,833	1.27	%
Peter E. Geier	34,524		28,500	3.80	%
Harvey L. Glick	19,000		70,833	5.28	%
Donald R. Kenney, Sr.	1,000		19,501	1.24	%
Donald R. Kenney, Jr.	71,700	(3)	14,001	5.21	%
Michael Kenney	98,600		13,501	6.82	%
Leon Lien-Ching Lin	57,950	(4)	12,501	4.29	%
Richard B. Schuen	14,750	(5)	13,001	1.69	%
Donald B. Shackelford	23,750	(6)	4,000	1.70	%
Robert J. Weiler, Jr.	64,300	(7)	13,501	4.73	%
James R. Wilcox	102,000		20,501	7.42	%
Beatrice Wolper	17,381		11,501	1.76	%
All directors and executive officers as group (14 persons)	525,955		257,340	41.50	%

(1) Shares as to which the person or group holds options to purchase are included.

(2) Includes 6,000 shares owned jointly.

(3) Includes 200 shares which are held by Mr. Kenney as custodian.

(4) Includes 57,950 shares which are owned jointly.

(5) Includes 4,000 shares held by defined contribution plans directed by Mr. Schuen and 3,250 shares held by a defined contribution plan directed by Mr. Schuen's wife.

(6) Includes 21,250 shares which are held by a trust directed by Mr. Shackelford and his wife.

- (7) Includes 14,300 shares which are owned by a partnership in which Mr. Weiler is the managing partner.

The information presented in the table is based on information furnished by the specified persons and was determined in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as required for purposes of this proxy statement/prospectus. Under Rule 13d-3, shares are deemed to be beneficially owned by any person or group having the power to vote or direct the vote of, or the power to dispose or direct the disposition of, such shares, or who has the right to acquire beneficial ownership thereof within 60 days. Beneficial ownership for the purposes of this proxy statement/prospectus is not necessarily to be construed as an admission of beneficial ownership for other purposes.

COMPARISON OF RIGHTS OF PARENT SHAREHOLDERS AND Insight SHAREHOLDERS

General

Insight common shareholders who receive Parent common shares as consideration in the Merger will become shareholders of Parent at the effective time of the Merger. Parent is an Ohio corporation and a bank holding company registered under the Bank Holding Company Act of 1956, as amended, while Insight is an Ohio state-chartered commercial bank. Although the rights of the holders of Parent common shares and those of holders of Insight common shares are similar in many respects, there are some differences. These differences relate to differences between the provisions of Ohio law governing corporations and the provisions of Ohio law governing state-chartered banks, as well as differences between provisions of Parent's articles of incorporation and regulations and the Insight's articles of incorporation and code of regulations.

Set forth below is a summary of the material differences between the rights of Parent common shareholders and the rights of Insight common shareholders. This description is not intended to be a complete statement of the differences affecting the rights of Insight common shareholders, but rather describes the more-significant differences affecting the rights of Insight common shareholders and certain important similarities. This description is qualified in its entirety by reference to the relevant provisions of Ohio law and the articles of incorporation and regulations of each of Insight and Parent.

Parent Shareholder Rights

Insight Shareholder Rights

Parent is authorized to issue 160 million shares of common stock, without par value, and 80,000 shares of preferred stock, without par value per share.

Authorized

Capital Stock: On February 24, 2014, Parent had 57,510,991 shares of common stock outstanding and no shares of preferred stock outstanding. Parent common stock is listed on NASDAQ under the symbol "FFBC."